

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

RACHEL MEREDITH, BENJAMIN
DEMPSEY, ASHLEY NELSON, MIA
LAUDER, AND IVONNE ARRIOLA
MENDIETA, Individually and on Behalf of
All Others Similarly Situated,

Plaintiffs,

v.

REALPAGE, INC.; GREYSTAR REAL
ESTATE PARTNERS, LLC; BH
MANAGEMENT SERVICES, LLC;
CAMPUS ADVANTAGE, INC.;
CARDINAL GROUP HOLDINGS LLC; CA
VENTURES GLOBAL SERVICES, LLC;
D.P. PREISS COMPANY, INC.;
UNIVERSITY HOUSE COMMUNITIES
LLC; CARMEL PARTNERS LLC;
TIMBERLINE REAL ESTATE
VENTURES LLC; B.HOM STUDENT
LIVING LCC; JOHN DOES 1-10,

Defendants.

Case No. 3:23-md-3071
MDL No. 3071

Judge Waverly D. Crenshaw, Jr.

This document relates to:
Navarro v. RealPage, Inc., et al.,
No. 3:23-cv-00329

AMENDED CLASS ACTION COMPLAINT

JURY TRIAL DEMANDED

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Plaintiffs Rachel Meredith, Benjamin Dempsey, Ashley Nelson, Mia Lauder, and Ivonne Arriola Mendieta bring this action on behalf of themselves individually and on behalf of a class consisting of all persons who leased student housing properties directly from any Lessor Defendant or Co-Conspirator from January 1, 2010 through the present. Plaintiffs bring this action for treble damages and injunctive relief under Section 1 of the Sherman Act. Plaintiffs demand a trial by jury.

I. NATURE OF THE ACTION

1. Plaintiffs challenge an unlawful agreement among lessors of student housing properties (“Lessors”) to artificially inflate the prices of student housing across the United States, including near college campuses.

2. Property managers within the real estate industry recognize the market for student housing as distinct from the market for traditional apartments—what the industry calls multifamily housing—and in fact manage or build large volumes of so-called “purpose-built” housing, i.e., housing designed specifically for students.¹ Students are a captive market: they need to live near the school campus, and they often have less time to make a rental choice because the leasing cycle for student housing is tied to the academic year. Student housing leases often rent per bed, rather than on a per square foot basis. Leases usually run between nine and twelve months.²

3. Large property managers, including the Defendant Lessors, manage student housing properties near many college campuses across the United States. In a competitive market, these companies would compete with one another to attract student renters and maximize

¹ See, e.g., Campus Advantage, *What is Purpose-Built Student Housing?* (February 21, 2018), available at <https://campusadv.com/purpose-built-student-housing/> (“Purpose-built student housing is an apartment community designed for residents in higher education. These communities offer amenities tailored to college students, such as individual leases, study areas, fully furnished units, and roommate matching. They’re typically located near a college campus and may offer unique residence life programs, such as Students First™, and employ students to act as community assistants, providing support to their fellow student residents. College campuses are like small cities in themselves, where students live, study, and work all in the same area. This campus-centric lifestyle drives a need for a different kind of housing – one that is not typically fulfilled by conventional housing options.”).

² ORG Portfolio Management, *Student Housing: An Attractive Alternative to Multifamily* (March 28, 2022), available at <https://irei.com/wp-content/uploads/2022/05/Student-Housing-Thought-Piece-Final.pdf>.

occupancy of their properties. Indeed, this is what they used to do: before implementing Defendant RealPage, Inc. (“RealPage”)’s “Revenue Management” software, competing lessors would try to maximize occupancy by keeping rent competitive and/or offering concessions (e.g., a free month of rent) and giveaways (e.g., raffle prizes or gift cards³).

4. But this is no longer the case. RealPage introduced its Revenue Management program specifically within the context of student housing. The Defendant Lessors used this this program to stop making independent pricing and supply decisions.

5. RealPage is a company that collects real-time pricing and supply levels from its participants. Each month, participants give RealPage data on pricing, concessions, and other information for their own properties, as well as the information the participants may have gathered about their competitors. RealPage compiles this data into a common algorithm that sends the participants forward-looking, unit-specific pricing and supply recommendations based on their shared data.

6. Lessors agreed to follow these recommendations, on the expectation that competing Lessors would do the same. As Adam Byrley, COO of Defendant D.P. Preiss Company has stated, because the industry is so competitive, “we absolutely have to have a software and technology provider that allow us to be above and beyond the rest of the market and specific to students.”⁴ RealPage recommends that participants accepts its recommended prices, and closely monitors compliance—going so far as to request that housing managers justify, in writing, deviations from RealPage’s recommended pricing. Indeed, it even employs so called “Pricing Advisors,” or “revenue management advisors,” who oversee and closely monitor lessors’ compliance with RealPage’s recommended rates. On its website, for instance, RealPage touts that its advisors “[r]eview pricing daily or weekly in collaboration with on-site and

³ Julia Bunch, *A Breakdown of Student Housing Giveaways*, RealPage Analytics (June 7, 2021), available at <https://www.realpage.com/analytics/breakdown-student-housing-giveaways/> (last visited June 14, 2023).

⁴ *RealPage Student Leasing Helps the Preiss Company Grow and Compete*, RealPage Videos, <https://www.realpage.com/videos/student-leasing-helps-preiss-compete/> (video) (last visited June 14, 2023).

regional operations management” and “[m]onitor and report on weekly rents, occupancy, and revenue trends.”⁵

7. RealPage provided the platform and the algorithm for collusion, which granted Lessors the unprecedented ability to “[f]acilitate collaboration among operations”⁶ and “track your competition’s rent with precision.”⁷ Lessors submitted to RealPage data that is “as fine and granular as bits of sand,”⁸ including rents charged *for each unit and each floor plan*, lease terms, amenities, move-in and move-out dates. RealPage takes this data—“literally hundreds of variables,” according to founder and former CEO Steve Winn⁹—and recommends a price for each unit that a lessor owns, giving the lessor the courage to charge an inflated price with the implicit assurance that all of their competitors will do the same.

8. In a presentation at the 2014 National Apartment Association Student Housing Conference & Exposition, RealPage explained that its revenue management tool “utilizes the competitive data” by “[c]omparing the effective rent you achieve to the top and bottom of the competitive range for your selected competitors.”¹⁰ RealPage even gave a sneak peek of the dashboard that property managers have access to, which included a view by competitor¹¹:

⁵ “RealPage AI Revenue Management”, RealPage, available at <https://www.realpage.com/asset-optimization/revenue-management/> (last visited June 9, 2023).

⁶ Keith Dunkin, *Driving Outperformance: Ensuring Success with Revenue Management* (March 2014), available at <https://www.naahq.org/sites/default/files/naa-documents/meetings/student-housing/DI-Ensuring-your-success.pdf> (last visited June 14, 2023).

⁷ *YieldStar Revenue Management Overview Presentation*, Realpage Videos, available at <https://www.realpage.com/videos/revenue-management-software-oveview-sop/> (last visited June 14, 2023).

⁸ *How YieldStar Can Double & Triple Revenue Performance*, RealPage Videos, available at <https://www.realpage.com/videos/yieldstar-helps-top-nmhc-companies/> (last visited Nov. 2, 2022).

⁹ RealPage, Inc. Q2 2020 Earnings Conference Call (July 30, 2020), available at https://seekingalpha.com/article/4363323-realpages-rp-ceo-steve-winn-on-q2-2020-results-earnings-call-transcript?open_reset_password=true&origin=confirm_registration&utm_campaign=%7Cconfirmation_link_registration&utm_medium=email&utm_source=seeking_alpha.

¹⁰ Keith Dunkin, *Driving Outperformance: Ensuring Success with Revenue Management* (March 2014), available at <https://www.naahq.org/sites/default/files/naa-documents/meetings/student-housing/DI-Ensuring-your-success.pdf> (last visited June 14, 2023).

¹¹ *Id.*



11. Similarly, in 2012, a company named Rainmaker Group launched a revenue management program called “LRO Student” that was specifically designed for the student housing market.¹³ LRO Student took into account the unique aspects of the student housing market in projecting prices, including the fact (a) that individual units are often leased by bed and (b) that tenants are limited in the number of times they will renew before they graduate. Competitors would input property data and their competitive environments. The application’s pricing engine would then use the data input by multiple users to calculate the best price for the market and would provide users with updated prices on a daily basis.¹⁴ The LRO assets of Rainmaker Group were subsequently acquired by RealPage for \$300 million in 2017.¹⁵

12. Together, RealPage and Lessors have successfully driven rents higher for students across the county, and boasted about the impact of their collusion. In a press release, RealPage stated its revenue management software yielded a 2% to 7% revenue outperformance in the

¹³ *The Price is Right*, Student Housing Business (Feb. 22, 2023), available at <https://studenthousingbusiness.com/the-price-is-right/> (last visited June 14, 2023).

¹⁴ *Id.*

¹⁵ Donovan Jones, *RealPage to Acquire Rainmaker Group Multifamily LRO Assets*, Seeking Alpha (Mar. 9, 2017), available at <https://seekingalpha.com/article/4053859-realpage-to-acquire-rainmaker-group-multifamily-lro-assets>.

market.¹⁶ One Lessor Defendant, Greystar, stated in a video testimonial on RealPage’s website that “over the last 10 years, spanning about 150 projects, the services that [RealPage] provided have equated to a return on investment of about 300% on about 90% of those projects.”¹⁷ In a joint case study between RealPage and Lessor Defendant Campus Advantage, Campus Advantage reported outperforming the market by 14.1% “with a negative YoY occupancy change.”¹⁸ RealPage advised property owners and potential clients: “If you want to outperform the market term after term, focus less on occupancy and more on strategic lease pricing.” Campus Advantage had “below average occupancy rates,” yet still outperformed the market by double digits. Each of Campus Advantages’ properties “implemented a premium revenue management solution with exclusive student housing market research and reporting . . . The real-time accessibility of this data was critical to widening the margins for above market performance.”¹⁹

13. The conspiracy Plaintiffs and members of the Class challenge is unlawful under Section 1 of the Sherman Act and state law. Plaintiffs bring this action to recover treble damages as well as injunctive and other appropriate relief on behalf of all others similarly situated.

II. PARTIES

14. Plaintiff Rachel Meredith is a resident of the State of Alabama and a student at Auburn University. Plaintiff Meredith rented a multifamily residential unit at UNCOMMON Auburn, located at 250 W Glenn Ave, Auburn, AL beginning in August 2021 through the present. The property is operated by Lessor Conspirator CA Ventures Global Services, LLC in Auburn, Alabama. Plaintiff Meredith has paid higher rent as a result of Defendants’ conspiracy.

¹⁶ Press Release, RealPage, *RealPage Hosts Executive Student Summit* (May 8, 2019), <https://www.realpage.com/news/realpage-hosts-executive-student-summit/> (last visited Nov. 2, 2022).

¹⁷ *RealPage Consulting Helps Greystar Succeed in the Student Housing Industry*, RealPage Videos, available at <https://www.realpage.com/videos/student-housing-software-review-greystar/> (last visited June 14, 2023).

¹⁸ *Student Housing: Revenue Management Case Study*, RealPage Case Studies, available at https://www.realpage.com/case-studies/campus-advantage-revenue-management-case-study/?utm_source=campus-advantage&utm_medium=bp&utm_campaign=pmi&utm_term=20181003 (last visited June 14, 2023).

¹⁹ *Id.*

15. Plaintiff Benjamin Dempsey is a resident of the State of Alabama and was a student at Auburn University. Plaintiff Dempsey rented a purpose built student housing unit at The Beacon, located at 1255 S. College Street, Auburn, AL beginning in the Fall of 2015 through the Spring of 2017. The property is operated by Lessor Defendant Campus Advantage Inc., in Auburn, Alabama. Plaintiff Dempsey has paid higher rent as a result of Defendants' conspiracy.

16. Plaintiff Ashley Nelson is a resident of the State of North Carolina and a student at East Carolina University. Plaintiff Nelson rented a purpose built student housing unit at University Edge and Dickinson Lofts, located at 550 Pitt, N Greene St, Greenville, North Carolina beginning in August 2021 through July 2022. The property is operated by Lessor Defendant Cardinal Group Holdings LLC, in Greenville, North Carolina. Plaintiff Nelson has paid higher rent as a result of Defendants' conspiracy.

17. Plaintiff Mia Lauder is a resident of the State of Oregon and a student at the University of Oregon. Plaintiff Lauder rented a purpose built student housing unit at The Soto, located at 1180 Patterson St, Eugene, Oregon in August 2022 through the present. The property is operated by Lessor Defendant Campus Advantage Inc., in Eugene, Oregon. Plaintiff Lauder has paid higher rent as a result of Defendants' conspiracy.

18. Plaintiff Ivonne Arriola Mendieta is a resident of the State of Florida and was a student at Florida State University. Plaintiff Mendieta rented a purpose built student housing unit at The Osceola located at 500 Chapel Dr, Tallahassee, Florida beginning in May 2016 through July 2016. The property is operated by Defendant Conspirator Cardinal Group Holdings LLC, in Tallahassee, Florida. Plaintiff Mendieta has paid higher rent as a result of Defendants' conspiracy.

19. Defendant RealPage, Inc. is a Delaware corporation headquartered in Richardson, Texas. RealPage provides software and services to the residential real estate industry, including the revenue management software described herein.

20. Lessor Defendant Greystar Real Estate Partners, LLC ("Greystar") is a Delaware limited liability corporation headquartered in Charleston, South Carolina. It is the largest

manager of multifamily rental real estate in the United States, and the fourth largest student housing manager in the United States.²⁰ It manages over 100,000 student beds globally, serves more than 80 universities, and manages \$17.3 billion in student housing assets.²¹ Greystar is one of RealPage's clients and uses its revenue management software.

21. Lessor Defendant BH Management Services, LLC is a Florida limited liability corporation headquartered in Des Moines, Iowa. BH Management Services was combined with another student housing property management company, Campus Evolution Villages, in 2020 to form B.HOM Student Living. B.HOM Student Living is the fourteenth largest student housing manager in the United States²² and manages over 30,000 beds across 40+ universities.²³ B.HOM Student Living was also one of RealPage's clients and uses its revenue management software.

22. Lessor Defendant Campus Advantage, Inc. ("Campus Advantage") is a Delaware corporation headquartered in Austin, Texas. It is the nation's fifteenth largest student housing manager.²⁴ It specializes in property management for student housing communities and has over 250 communities in 18 states.²⁵ Campus Advantage is one of RealPage's clients and uses its revenue management software.

23. Lessor Defendant Cardinal Group Holdings, LLC ("Cardinal Group") is a Delaware limited liability corporation headquartered in Denver, Colorado. It provides property management services to on-and-off campus student housing as well as conventional commercial

²⁰ *Top 25 Owners & Managers 2021*, Student Housing Business (November/December 2021) at 92, available at <https://editions.mydigitalpublication.com/publication/?m=58489&i=733087&p=92&ver=html5> (last visited June 14, 2023).

²¹ *Greystar Student Housing*, Greystar, available at <https://www.greystar.com/product-specialties/student-housing> (last visited June 14, 2023).

²² *Top 25 Owners & Managers 2021*, Student Housing Business (November/December 2021) at 92, available at <https://editions.mydigitalpublication.com/publication/?m=58489&i=733087&p=92&ver=html5> (last visited June 14, 2023).

²³ *Timberline acquires new Columbia University Dorm for \$84M*, Real Estate Weekly (Nov. 8, 2021), available at <https://rew-online.com/timberline-acquires-new-columbia-university-dorm-for-84m/> (last visited June 14, 2023).

²⁴ *Top 25 Owners & Managers 2021*, Student Housing Business (November/December 2021) at 92, available at <https://editions.mydigitalpublication.com/publication/?m=58489&i=733087&p=92&ver=html5> (last visited June 14, 2023).

²⁵ *Portfolio of Communities*, Campus Advantage, available at <https://campusadv.com/portfolio/> (last visited June 14, 2023).

real estate and affordable housing units in 38 states, and employs over 2,000 people.²⁶ Cardinal Group is one of RealPage's clients and uses its revenue management software.

24. Lessor Defendant CA Ventures Global Services, LLC ("CA Ventures") is a Delaware limited liability corporation headquartered in Chicago, Illinois. It was founded in 2004 as a niche investor and operator of student apartments, and has since delivered 29,995 beds in over 69 university markets. It employs over 570 people.²⁷ CA Ventures is one of RealPage's clients and uses its revenue management software.

25. Lessor Defendant D.P. Preiss Company, Inc. ("Preiss Company") is a North Carolina corporation headquartered in Raleigh, North Carolina. It is the ninth largest manager of student housing assets in the United States.²⁸ In 2021, it had \$1.75 billion in transaction volume.²⁹ Preiss Company is one of RealPage's clients and uses its revenue management software.

26. Lessor Defendant University House Communities LLC (formerly Inland American Communities) is a wholly-owned subsidiary of InvenTrust Properties. University House Communities is headquartered in Dallas, Texas. In 2012, it was reported that University House Communities was beta testing LRO Student, a revenue management software later acquired by Defendant RealPage.³⁰

27. Lessor Defendant Carmel Partners LLC is a real estate investment manager that "specialize[s] in purchasing existing and developing multifamily assets in targeted U.S. markets

²⁶ Cardinal Group Companies, <https://cardinalgroup.com/> (last visited June 14, 2023).

²⁷ CA Ventures, <https://www.ca-ventures.com/real-estate/student> (last visited June 14, 2023).

²⁸ *Top 25 Owners & Managers 2021*, Student Housing Business (November/December 2021) at 92, available at <https://editions.mydigitalpublication.com/publication/?m=58489&i=733087&p=92&ver=html5> (last visited June 14, 2023).

²⁹ *SHB Interview: Preiss Co. Founder and CEO Donna Preiss Discusses Strategy and Goals Moving Forward* (June 8, 2022), available at <https://studenthousingbusiness.com/shb-interview-preiss-co-founder-and-ceo-donna-preiss-discusses-strategy-and-goals-moving-forward/> (last visited June 14, 2023).

³⁰ Jessica Fiur, *The Rainmaker Group Launches Industry's First Revenue Management Product Engineered Specifically for Student Housing*, Multi-Housing News (Oct. 16, 2021), available at <https://www.multiphasingnews.com/the-rainmaker-group-launches-industrys-first-revenue-management-product-engineered-specifically-for-student-housing/> (last visited June 12, 2023).

with relatively limited supply and high barriers to entry.”³¹ Carmel Partners is headquartered in San Francisco. In 2012, it was reported that “Carmel Properties” was beta testing LRO Student, a revenue management software later acquired by Defendant RealPage.³²

28. Lessor Defendant Timberline Real Estate Ventures LLC (“TREV”) is a privately held real estate operator and investment manager focused on the residential sector that has acquired more than \$2.8 billion of total investments since its inception in 2012. TREV specializes in the development, acquisition, and operation of student housing, multifamily, and mixed-use retail/residential communities, and “utilize[es] its fully integrated property management team through its owned affiliate B.HOM Student Living with partner, BH Management Services.”³³ TREV is headquartered in Rye, NY.

29. Lessor Defendant B.HOM Student Living LLC (“B.HOM”) is a student housing operator headquartered in Dallas, Texas. As noted above, B.HOM manages more than 30,000 beds in properties at universities around the United States. Since approximately 2020, B.HOM has been a wholly owned affiliate of Defendant Timberline Real Estate Ventures.

30. Lessor Defendants John Does are entities whose names are unknown at this time, but who used RealPage’s pricing software to price leases in the market for student housing real estate during the class period.

III. JURISDICTION AND VENUE

31. This Court has subject matter jurisdiction pursuant to 28 U.S.C. §§ 1331 and 1337, as this action arises out of Section 1 of the Sherman Antitrust Act (15 U.S.C. § 1) and Sections 4 and 16 of the Clayton Antitrust Act (15 U.S.C. §§ 15 and 26).

³¹ Carmel Partners, <https://www.carmelpartners.com/> (last visited June 12, 2023).

³² Jessica Fiur, *The Rainmaker Group Launches Industry’s First Revenue Management Product Engineered Specifically for Student Housing*, Multi-Housing News (Oct. 16, 2021), available at <https://www.multiphousingnews.com/the-rainmaker-group-launches-industrys-first-revenue-management-product-engineered-specifically-for-student-housing/> (last visited June 12, 2023).

³³ *About Us*, Timberline Real Estate Ventures, <https://www.timberlinerev.com/about-us/> (last visited June 14, 2023).

32. This Court has personal jurisdiction over Defendants under Section 12 of the Clayton Act (15 U.S.C. § 22), Federal Rule of Civil Procedure 4(h)(1)(A), and Tennessee’s long-arm statute, T.C.A. § 20-2-225.

33. Defendants, directly or through their divisions, subsidiaries, predecessors, agents, or affiliates, engage in interstate commerce in the sale of student housing real estate leases.

34. Venue is proper in this District pursuant to Section 12 of the Clayton Act (15 U.S.C. § 22) and the federal venue statute (28 U.S.C. § 1391), because one or more Defendants maintain business facilities, have agents, transact business, and are otherwise found within this District and certain unlawful acts alleged herein were performed and had effects within this District.

IV. FACTUAL BACKGROUND

A. RealPage’s revenue management software is widely used in the student housing market

35. RealPage was founded in 1998 and, in 2002, acquired the original YieldStar software from a company called Camden Property Trust.³⁴ As detailed in ProPublica’s October 15, 2022 expose, in 2004, RealPage hired Jeffrey Roper as its “principal scientist” to improve YieldStar.³⁵ Roper, who had previously worked on airline price-setting software that the Department of Justice alleged artificially inflated airfares by more than a billion dollars, began building a “master data warehouse” that pulled in client data from other RealPage applications and output pricing recommendations—often, contrary to lessors’ standard practice, recommendations that rent be raised.³⁶

36. RealPage first launched its “YieldStar Student Housing” product in approximately 2009, and quickly obtained buy-in from a critical mass of customers in the student housing

³⁴ *RealPage Acquires YieldStar Multifamily Revenue Management System*, RealPage News (July 19, 2022), available at <https://www.realpage.com/news/realpage-acquires-yieldstar-multifamily-revenue-management-system/> (last visited June 9, 2023).

³⁵ Heather Vogell, *Rent Going Up? One Company’s Algorithm Could Be Why*, ProPublica (Oct. 15, 2022), available at <https://www.propublica.org/article/yieldstar-rent-increase-realpage-rent>.

³⁶ *Id.*

market.³⁷ According to a 2013 article, YieldStar Student allows users to “input community data, which provides valuable historical information when it comes time to project future pricing.” Meanwhile, RealPage “gathers community data from other OneSite³⁸ and Yieldstar users”—i.e., competitor pricing data—“to help paint a more complete picture of the market”, and “also leverages MPF Research, its multifamily research arm that was founded in 1961 and presently tracks approximately 7 million multifamily units nationwide.” Then, the “Yieldstar platform uses a complex algorithm to analyze all of these data sources to come to a suggested price point.”³⁹

37. According to Keith Dunkin, then-vice president of market development for Yieldstar, in 2013 “Yieldstar Student Housing ha[d] improved user revenues by 3 to 7 percent relative to the market.”⁴⁰ In the same article, Dunkin stated that Realpage “ha[d] a proven track record on a sustained basis for the past four years with the same partners and the same assets,” and went on to note that RealPage had signed up 12 “partners” in the previous year—which it anticipated would make “its user-supplied market data . . . even more complete”:

Yieldstar Student Housing will only get better in the future. According to Dunkin, a dozen partners have signed up for Yieldstar Student Housing in the past year. In addition, as market penetration for Yieldstar Student Housing increases, its user-supplied market data will become even more complete.

“RealPage is fully committed to the student housing industry,” Dunkin says. “We’re investing significantly within our existing OneSite portion of the platform and the ancillary products associated with it. We are continuing to invest heavily in our Yieldstar revenue management piece. We are passionate that student living is an evolving marketplace, and one that we want to have a leadership position in.”

38. In a presentation at the 2014 National Apartment Association Student Housing Conference & Exposition, RealPage described its revenue management tool in more detail, explaining that it “utilizes the competitive data” by “[c]omparing the effective rent you achieve

³⁷ *The Price is Right*, Student Housing Business (Feb. 22, 2023), available at <https://studenthousingbusiness.com/the-price-is-right/> (last visited June 14, 2023) (reporting in February 2013, that “[f]our years ago, RealPage entered the student housing realm with two applications, OneSite Student and YieldStar Student Housing.”).

³⁸ According to the same article, OneSite “serves as [RealPage’s] core leasing and property management offering”, while YieldStar is RealPage’s “revenue management platform.” *See id.*

³⁹ *Id.*

⁴⁰ *Id.*

to the top and bottom of the competitive range for your selected competitors.”⁴¹ RealPage even gave a sneak peek of the dashboard that property managers have access to, which included a view by competitor⁴²:

Operational Insight

Dashboard
Alerts
Offered Rates
Pricing Review
Unit Rates
Reports
Charts
Controls
Configuration
Competitors
Lease Audit

Property Details

Supervisor View

Community: Nationwide Vista

Rate Type: New

Post Date: 03/04/2013

End Date: 05/27/2013

Days Left: 84

Review Rates

Accept Rates

Export Type: CSV (Excel)

Export

Supervisor

Save Layout

| Property Information | | Property Statistics | | | | | | | | | | In Place | | Forecast | | | | Recent Avg Eff | | | | Yesterday | | | | | |
|----------------------|-------------|---------------------|---------|----------|----------------------|---------------|----------------|-----------------|--------|----|-----|----------|---------------|----------|---------------|---------------------|---------------|------------------|---------------|--------------|---------|-----------------|---------|-----------------|---------|---------|---------------------|
| Floor Plan | Total Units | Occ Units | % Occup | % Leased | Sustainable Capacity | Rate Type Cap | Capacity Units | Available Units | Vacant | On | TBD | Units | % of Capacity | MTM | Leases Needed | Yesterday Shortfall | % of Capacity | Shortfall at Rec | % of Capacity | Lease Change | Rent | Last Lease Date | Mkt Pos | 28 Day % Change | Rent | Mkt Pos | Date of Last Change |
| 181B-A2A3* | 45 | 44 | 98% | 96% | 94% | 36% | 16 | 2 | 1 | 1 | 8 | 12 | 75% | 0 | 4 | 0 | 0% | 0 | 0% | 0 | \$1.196 | 02/28/2013 | 90% | -1% | \$1,189 | 88% | 03/02/2013 |
| 181B-Cabernet* | 10 | 9 | 90% | 80% | 94% | 60% | 6 | 2 | 1 | 1 | 1 | 4 | 67% | 0 | 2 | 0 | 0% | 0 | 0% | 0 | \$1.278 | 10/02/2012 | 92% | 0% | \$1,240 | 85% | 03/02/2013 |

39. RealPage emphasized in presentations that it had designed specific revenue management tools customized for the student housing market⁴³:

Revenue Management For Student

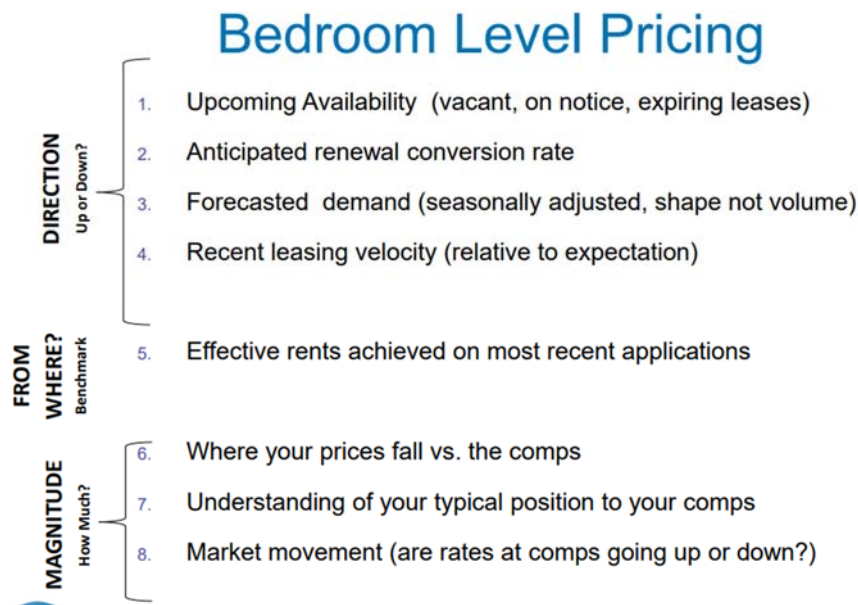
- Designed specifically for Student Living
- Provides by the bed or unit pricing
- Recognizes the annual lease up
- Price centrally but leverage on site expertise
- Deployed in partnership with leading institutional investors, management providers and owner operators

⁴¹ Keith Dunkin, *Driving Outperformance: Ensuring Success with Revenue Management* (March 2014), available at <https://www.naahq.org/sites/default/files/naa-documents/meetings/student-housing/DI-Ensuring-your-success.pdf> (last visited June 14, 2023).

⁴² *Id.*

⁴³ *Id.*

40. Consistent with the specific needs of the student housing market, RealPage provided pricing information for student housing providers that allowed them to closely analyze their pricing in comparison to their competitors at a bedroom-by-bedroom level⁴⁴:



41. In 2012, several years after RealPage launched YieldStar Student, a company named Rainmaker Group launched a similar revenue management program called “LRO Student” that was specifically designed for the student housing market.⁴⁵ LRO Student took into account the unique aspects of the student housing market in projecting prices, including the fact (a) that individual units are often leased by bed and (b) that tenants are limited in the number of times they will renew before they graduate. Competitors would input property data and their competitive environments. The application’s pricing engine would then use the data input by multiple users to calculate the best price for the market, and would provide users with updated prices on a daily basis.⁴⁶ According to an October 2012 press release describing LRO Student’s launch:

With similar user interfaces, functionality, and reporting capabilities as LRO revenue management, LRO Student delivers superior pricing recommendations

⁴⁴ *Id.*

⁴⁵ *The Price is Right*, Student Housing Business (Feb. 22, 2023), available at <https://studenthousingbusiness.com/the-price-is-right/> (last visited June 14, 2023).

⁴⁶ *Id.*

based on the specific move-in periods for each academic year for all residents, beds within a given asset, and unique expiration periods (all students eventually graduate). Additional key benefits available to student housing owners/operators through this offering include:

More accurate view of supply and demand constraints – takes into consideration the limited applicant pool based on school or university populations

Greater market share analysis – ability to better track competitive products for a given educational institute

Improved pricing – recommendations driven by in-depth analysis of historical and market data instead of emotional pricing

Increased probability of renewal – engages property management software data to improve renewal forecasting.⁴⁷

42. In 2017, RealPage made a bid to acquire the developer of LRO Student, Lease Rent Options (“LRO”), and its revenue pricing capabilities. The Department of Justice scrutinized the deal, as RealPage would be acquiring its only significant competitor. However, to the surprise of even the architect of RealPage’s revenue management software, Jeffrey Roper, it was eventually permitted to proceed for \$300 million.⁴⁸ Before the acquisition, RealPage was pricing 1.5 million units. LRO’s data added another 1.5 million units, doubling RealPage’s reach, according to founder and then-CEO Steve Winn.⁴⁹

43. An October 2019 RealPage press release announcing the renewal of Lessor Defendant Preiss Company’s contract with RealPage also touts the unique features offered by RealPage’s software. According to Preiss’s COO, “RealPage hasn’t just tweaked existing solutions so they can sell them into the student sector. They have engineered them from top to bottom to handle our unique requirements. It’s a different business from conventional, and they

⁴⁷ Jessica Fiur, *The Rainmaker Group Launches Industry’s First Revenue Management Product Engineered Specifically for Student Housing*, Multi-Housing News (Oct. 16, 2021), available at <https://www.multiphasingnews.com/the-rainmaker-group-launches-industrys-first-revenue-management-product-engineered-specifically-for-student-housing/> (last visited June 12, 2023).

⁴⁸ Heather Vogell, *Rent Going Up? One Company’s Algorithm Could Be Why*, ProPublica (Oct. 15, 2022), available at <https://www.propublica.org/article/yieldstar-rent-increase-realpage-rent> (“The approval allowed RealPage to acquire its only significant competitor, Roper said, adding, ‘I was surprised the DOJ let that go through.’”).

⁴⁹ *Id.*

understand this. They constantly solicit feedback from customers to learn what we might need to run our businesses better, and they innovate with new features to stay ahead of the market.”⁵⁰

44. According to a press release, in 2019, YieldStar Student served “more than 50 clients.” RealPage also touted its results: a 2% to 7% revenue outperformance of the market, with a 95% client satisfaction rate.⁵¹

45. Today, RealPage brands its pricing software “AI revenue management,” and markets it as a tool that helps lessors “continuously maximize asset value with precision pricing capabilities.” RealPage describes this software as “the industry’s only price optimization solution powered by next-generation data that makes it possible to consistently reduce vacancies and maximize rents”, explaining that it “outperforms the market 2%-5%.” Its website states:

Building on deep experience with millions of units and decades of successful results with clients outperforming in every market, AI Revenue Management accelerates the accuracy of its supply and demand algorithms and optimizes amenity pricing to drive revenue yields even further.

Improved pricing algorithms factor real-time lease transaction data spanning 13M+ units that includes true performance indicators like lease trade-out, average vacant days between leases and retention rates for more precise outcomes.⁵²

46. RealPage notes proudly in a promotional eBook that “the multifamily industry was reported as having achieved critical mass for revenue management adoption” in 2016⁵³, and claims on its website that its AI revenue management software is now “[t]rusted”—i.e., used to set the price in—“over 4 million units.”⁵⁴ However, this is just a portion of the data available to train RealPage’s algorithm, as RealPage also obtains data from properties that use other

⁵⁰ *Top 10 Student Housing Leader Signs with RealPage Following Software Review*, Business Wire (Oct. 14, 2019), available at <https://www.businesswire.com/news/home/20191014005480/en/Top-10-Student-Housing-Leader-Signs-With-RealPage-Following-Software-Review> (last visited June 9, 2023).

⁵¹ *RealPage Hosts Executive Student Summit*, RealPage Newsroom (May 8, 2019), <https://www.realpage.com/news/realpage-hosts-executive-student-summit/> (last visited Nov. 2, 2022).

⁵² “RealPage AI Revenue Management”, RealPage, available at <https://www.realpage.com/asset-optimization/revenue-management/> (last visited June 9, 2023).

⁵³ RealPage, *3 Ways to Leverage AI for Maximum NOI*, available at <https://www.realpage.com/ebooks/leverage-ai-maximum-noi/?showPdf=true>.

⁵⁴ “RealPage AI Revenue Management”, RealPage, available at <https://www.realpage.com/asset-optimization/revenue-management/> (last visited June 9, 2023).

RealPage software. According to RealPage’s 2020 10-K, RealPage had a base of 31,700 clients who “use one or more of [RealPage’s] integrated data analytics or on demand software solutions to help manage [their] operations.”⁵⁵ Collectively, these clients use RealPage’s products “to help manage the operations of approximately 19.7 million real estate units.”⁵⁶

47. This client base (among whom are RealPage’s student housing operator clients) gives RealPage access to real-time data on nearly every aspect of the rental housing market, including otherwise non-public data on rents and occupancy. This in turn allows RealPage to calculate and recommend supracompetitive unit-by-unit, or bed-by-bed, pricing on a *daily basis*. Indeed, on a video posted to its website, RealPage explains that “YieldStar crunches millions of transactions each night, pinpointing price shifts for every single unit on the platform at any point in time.”⁵⁷ A 2021 presentation on “AI Revenue Management” using RealPage available on the website of The Medve Group, a property management company, includes a slide showing how daily prices are recommended to lessors⁵⁸:



⁵⁵ See RealPage, Inc., Form 10-K 2020, available at <http://edgar.secdatabase.com/2500/128622520000011/filing-main.htm>.

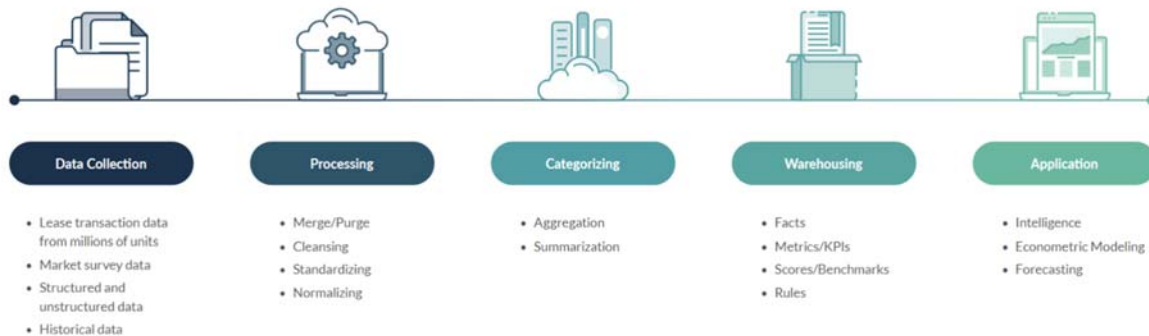
⁵⁶ *Id.*

⁵⁷ *YieldStar Calculates the Right Rent Price at the Right Time*, RealPage Videos, available at <https://www.realpage.com/videos/yieldstar-measures-price-elasticity/> (last visited June 10, 2023).

⁵⁸ *AI Revenue Management*, The Medve Group, Inc., (June 21, 2021), available at [https://medve.com/assets/airm-manager-training-medve-management-6.23.2021-\(1\).pdf](https://medve.com/assets/airm-manager-training-medve-management-6.23.2021-(1).pdf) (last visited June 10, 2023).

48. The following diagram from a RealPage eBook shows how RealPage aggregates its data, including nonpublic lease transaction data, and thus coordinates pricing among its clients⁵⁹:


How Quality Data Is Processed to Produce Powerful AI



49. Consistent with this, in a slide titled, “Why Revenue Management,” the same Medve Group presentation referenced above emphasizes that RealPage’s tool is valuable precisely because it gives “insight” into competitors’ pricing, stating: “Competitor insight that allows for pricing visibility relative to market.” Another slide, captioned “Sizing up the competition,” explains that RealPage recommends price changes by “leverage[ing] the RealPage Lease Transaction data set augmented with survey data from RealPage Analytics” and “[i]dentifies competitive floor plans that likely present with yours in on-line searches”⁶⁰:

⁵⁹ 3 Ways to Leverage AI for Maximum NOI, RealPage, available at <https://www.realpage.com/ebooks/leverage-ai-maximum-noi/?showPdf=true>.

⁶⁰ AI Revenue Management, The Medve Group, Inc., (June 21, 2021), available at [https://medve.com/assets/airm-manager-training-medve-management-6.23.2021-\(1\).pdf](https://medve.com/assets/airm-manager-training-medve-management-6.23.2021-(1).pdf).



Sizing Up the Competition

MARKET RANGE PEER COMPARISON

Creates a market range chart to determine magnitude of pricing change relative to market

| THE HOW | THE WHY |
|---|--|
| <ul style="list-style-type: none"> • Mirrors the prospect buying experience • Leverages the RealPage Lease Transaction data set augmented with survey data from RealPage Analytics • Identifies competitive floor plans that likely present with yours in on-line searches • Based on geographic bedroom type and effective rental rate relationships over time • Manual entry is not required | <ul style="list-style-type: none"> • We may have different availability in our floor plans than our peers • Our peers may have different operational strategy and business objectives (i.e. they are re-financing or on the market) • Our management approach and reputation is the single most important differentiator to prospects |

50. AI revenue management is used by Defendant Operators in the student housing market. In a 2022 video interview of Jennifer Cassidy, Defendant Cardinal Group Management's Senior Vice President of Student Operations, Arben Skivjani, RealPage's Chief Economist, states that AI revenue management is offered to student housing operators.⁶¹ He goes on to describe the features RealPage offers to student housing operators:

For student housing managers such as Jennifer, AI revenue management is not the only product that RealPage has to offer. Our market analytics tool offers historical data as well as highly accurate forecasts for conventional and student housing for various matrices, such as rent and occupancy, revenue, supply and demand, and enrollment growth, for nearly 190 universities of different sizes across the country. Our latest, greatest forecast lets our clients see aggregated past and forecasted performance of privately owned student housing units depending on their distance from campus.⁶²

⁶¹ RealPage, "How to Capture Robust Growth in Student Housing and Where to Focus," available at https://www.facebook.com/NAAhq/videos/as-we-begin-the-2022-school-year-we-take-a-look-at-student-housing-trends-as-arb/456006323161854/?locale=ms_MY (last visited June 10, 2023).

⁶² *Id.*

B. RealPage and Lessor Defendants conspired to eliminate competition in the student housing market by effectively outsourcing price and supply decisions to a common decision maker

51. Before RealPage facilitated collusion among Lessors, Lessors—acting independently—tried to maximize occupancy. Lessors had only a short time period to set rent prices and ensure “heads in beds” at the beginning of a new school term. Every day a unit was left empty was a lost opportunity to earn revenue for that day, so Lessors offered sufficiently attractive pricing to maintain maximum occupancy. This could come in the form of reduced prices or promotional offers. Promotions included rental concessions (offering the first month free if the customers signed a one-year lease) and giveaways (gift cards, raffles, Apple products, free parking, or sometimes even cruise tickets). In one blog post, RealPage described the pre-RealPage status quo: “A property may set the rate at \$400 by renting early for the fall semester, \$420 when half the beds have been booked, and \$450 when there aren’t many left,” and conceded this seemed “like a logical approach to pricing.”⁶³ RealPage continued, “in fear of empty beds, some properties offer concessions or discounts for early rental decisions.”⁶⁴

52. RealPage is describing a competitive situation, where Lessors maximize occupancy by setting their own prices based on their independent observations of the market. This type of pricing strategy is characteristic of a competitive market.

53. RealPage called the status quo, in which competitors actually competed, “leav[ing] money on the table.”⁶⁵ Instead of offering price reductions and discounts to entice customers, RealPage enabled property managers to set “top tier price[s],” and participation in the cartel allowed property managers to “feel confident that it won’t end up with empty beds at the time the semester starts.”⁶⁶ Following widespread adoption of RealPage, Lessors swiftly and concertedly shifted from the previous competitive “market share over price” strategy to a new

⁶³ Guy Lyman, *Price Units Right in Student Housing with Revenue Management*, RealPage Blog (June 21, 2018), available at <https://www.realpage.com/blog/price-units-right-in-student-housing-with-revenue-management/> (last visited June 14, 2023).

⁶⁴ *Id.*

⁶⁵ *Id.*

⁶⁶ *Id.*

collusive “price over volume” strategy. As RealPage put it, “High Occupancy \neq Optimum Revenue Performance,”⁶⁷ and “[r]ather than lease to a target occupancy . . . you’re leasing to achieve maximum revenue.”⁶⁸ Price over volume is characteristic of a cartelized market. RealPage offers a product that creates one unified platform “specifically designed to streamline the unique day-to-day challenges of Student Housing,” utilizing market data that covers 1 million student beds.⁶⁹ RealPage offers revenue management software as part of that platform, which assists property managers in setting rent prices.⁷⁰

54. RealPage and participating Lessors adopted a new strategy: increasing prices notwithstanding market conditions and tolerating the lost revenue resulting from any unrented and empty housing units. In a competitive market, this strategy would quickly fail—any units listed at prices exceeding the market price would stay empty, and the property manager would eventually go out of business. In the market RealPage and Lessors created, each Lessor had mutual assurances that other Lessors would also keep prices high, leaving students with no choice but to pay what Lessors demanded.

55. In a joint case study between RealPage and Lessor Defendant Campus Advantage, Campus Advantage reported outperforming the market by 14.1% “with a negative YoY occupancy change.”⁷¹ RealPage advised to property owners and potential clients: “If you want to outperform the market term after term, focus less on occupancy and more on strategic lease pricing.” Campus Advantage had “below average occupancy rates,” yet still outperformed the

⁶⁷ *Student Housing: Revenue Management Case Study*, RealPage Case Studies, available at https://www.realpage.com/case-studies/campus-advantage-revenue-management-case-study/?utm_source=campus-advantage&utm_medium=bp&utm_campaign=pmi&utm_term=20181003 (last visited June 14, 2023).

⁶⁸ Guy Lyman, *Price Units Right in Student Housing with Revenue Management*, RealPage Blog (June 21, 2018), available at <https://www.realpage.com/blog/price-units-right-in-student-housing-with-revenue-management/> (last visited Nov. 2, 2022).

⁶⁹ “Student”, RealPage, <https://www.realpage.com/student/> (last visited June 14, 2023).

⁷⁰ *RealPage Announces Launch of Prelease Management for Student Living*, RealPage Newsroom (Feb. 25, 2013), available at <https://www.realpage.com/news/realpage-announces-launch-of-prelease-management-for-student-living/> (last visited June 14, 2023).

⁷¹ *Student Housing: Revenue Management Case Study*, RealPage Case Studies, available at https://www.realpage.com/case-studies/campus-advantage-revenue-management-case-study/?utm_source=campus-advantage&utm_medium=bp&utm_campaign=pmi&utm_term=20181003 (last visited June 14, 2023).

market by double digits. Each of Campus Advantages’ properties “implemented a premium revenue management solution with exclusive student housing market research and reporting . . . The real-time accessibility of this data was critical to widening the margins for above market performance.”⁷²

56. Critically, RealPage and participating Lessors have effectuated their anticompetitive agreement to hike prices by agreeing generally to set prices using RealPage’s coordinated algorithmic pricing. Lessors often referred to such adherence as pricing “courage” or “discipline.” Participating Lessors also agree to provide RealPage with real-time access to their competitively sensitive and nonpublic data on their student housing real estate leases.

57. RealPage boasts the “Industry’s most comprehensive historical data set from 2013,”⁷³ which today includes “over 1 million Student beds of in-depth market data”⁷⁴ and key performance indicators for nearly 1,000 universities.⁷⁵ For each property manager, RealPage “[d]ynamically calibrates elasticity for each bedroom type” by incorporating data from “each lease and lease application”⁷⁶.

Bedroom Level Pricing

How the tool utilizes the competitive data:

- Starts with your market survey, Operations approves the comps
- Dynamically calibrates elasticity for each bedroom type by:
 - Reading each lease and lease application for your asset
 - Determining the effective rent (net of all appropriate concessions)
 - Comparing the effective rent you achieve to the top and bottom of the competitive range for your selected competitors. Of note, the top and the bottom is a blending of multiple unit types to protect against “bad data”
- The tool assigned a price position for each lease and aggregates to form a elasticity curve to truly define the price/demand relationship

⁷² *Id.*

⁷³ “Student Asset Optimization”, RealPage, available at <https://www.realpage.com/student/asset-optimization/#revenue-management-section> (last visited June 14, 2023).

⁷⁴ “Student”, RealPage, <https://www.realpage.com/student/> (last visited June 14, 2023).

⁷⁵ “Student Asset Optimization”, RealPage, available at <https://www.realpage.com/student/asset-optimization/#revenue-management-section> (last visited June 14, 2023).

⁷⁶ Keith Dunkin, *Driving Outperformance: Ensuring Success with Revenue Management* (March 2014), available at <https://www.naahq.org/sites/default/files/naa-documents/meetings/student-housing/DI-Ensuring-your-success.pdf> (last visited June 14, 2023).

58. In the Campus Advantage case study, RealPage states that such metrics included “Perpetual lease-up by applicable year, semester, or quarter,” “Actual lease transactions and pricing data,” “Waitlist factors,” “Distinct leasing patterns for student renters,” and “Monitoring renewal conversions.”⁷⁷ RealPage then compares that property manager’s rent “to the top and bottom of the competitive range for [their] selected competitors” and finally “assign[s] a price position for each lease.”⁷⁸ By applying a single, common pricing algorithm to a shared dataset of competitors in a given market, RealPage provided the conduit through which Lessors colluded to raise student rents.

59. On information and belief, RealPage regularly provides participating Lessors with recommended price levels that are tailored for the student housing market through their revenue management software’s algorithm. RealPage regularly engages in communications with Lessors regarding their pricing strategies. For example, according to Witness 1, a former employee for Defendants Greystar and BH Management Services⁷⁹, Greystar used RealPage’s revenue management software to set prices at a 290-apartment student living property in Austin, Texas. Greystar “always wanted” Witness 1 and other property managers to accept RealPage’s pricing recommendations, and Witness 1 did so approximately “98 to 99% of the time.” Witness 1 recalled Defendant Greystar’s regional managers or senior managers saying things like, “We have this program for a reason,” and stated that RealPage’s pricing recommendations for student housing properties were the same as with multifamily housing properties, with one exception: some student housing properties set prices by the bed/room, as opposed to by unit.

⁷⁷ *Student Housing: Revenue Management Case Study*, RealPage Case Studies, available at https://www.realpage.com/case-studies/campus-advantage-revenue-management-case-study/?utm_source=campus-advantage&utm_medium=bp&utm_campaign=pmi&utm_term=20181003 (last visited June 14, 2023).

⁷⁸ Keith Dunkin, *Driving Outperformance: Ensuring Success with Revenue Management* (March 2014), available at <https://www.naahq.org/sites/default/files/naa-documents/meetings/student-housing/DI-Ensuring-your-success.pdf> (last visited June 14, 2023).

⁷⁹ Specifically, Witness 1 worked for Defendant Greystar from February 2009 to July 2015 as a community manager, and for Defendant BH Management Services from September 2015 to January 2020 as a property manager. Defendants and the Court will be provided with her identity through separate correspondence.

60. RealPage strongly emphasizes the importance that participating lessors focus on maximizing profitability and total revenue, rather than the procompetitive focus on occupancy rates that would occur in a competitive market, and did occur among lessors before the rise of revenue management programs.⁸⁰ Jeffrey Roper, RealPage's main architect, publicly described the problem as: "If you have idiots undervaluing, it costs the whole system."⁸¹ For example, RealPage's custom marketing materials for its RealPage Student Revenue Management product states that "occupancy isn't always the answer" and that "RealPage Student Revenue Management" is a "surgical tool" that "replac[es] traditional occupancy rates with intelligent pricing based on hard data, resulting in the best rates for every bed."

61. Lessor Defendant Campus Advantage stated in a customer testimonial on the RealPage website, "Our peers are all focused on achieving occupancy the quickest they can . . . we're more so focused on achieving a revenue goal instead of being focused on occupancy . . . the results really speak for themselves."⁸²

⁸⁰ "RealPage Student," RealPage, available at <https://www.realpage.com/storage/files/pages/pdfs/2020/02/vst-18-014-016-student-revenue-management-flyer.pdf> (last visited Nov. 2, 2022).

⁸¹ Heather Vogell, *Rent Going Up? One Company's Algorithm Could Be Why*, ProPublica (Oct. 15, 2022), available at <https://www.propublica.org/article/yieldstar-rent-increase-realpage-rent>.

⁸² *Student Housing: YieldStar Helps You Become Head of the Class in Student Housing*, RealPage Videos, available at <https://www.realpage.com/videos/yieldstar-customer-review-campus-advantage/> (last visited June 14, 2023).



Empower Your Pricing

Get Metrics That Matter with RealPage Student Revenue Management.

With a short sales cycle and one big yearly leasing window, pricing for student housing can be a challenge, but occupancy isn't always the answer. Empower yourself with real data. RealPage Student Revenue Management engages all of the tough metrics that student housing presents, and responds with bigger returns. It's a powerful solution that becomes a surgical tool in your property manager's hands, replacing traditional occupancy rates with intelligent pricing based on hard data, resulting in the best rate for every bed, and biggest ROI from every

student property in your portfolio. The most empowering aspect of RealPage Student Revenue Management is that it becomes smarter with every lease it tracks, year to year, leasing season to leasing season, so that your student pricing strategy is constantly growing with your business. Over time, you'll build a carefully constructed pricing strategy, based on data, that never stops evolving. Demand more from your properties and more for your business. Get RealPage Student Revenue Management and experience the returns for yourself.

62. Lessors are squeezing an already-tight housing market. In economic terms, the student housing market in any given college town faces an inelastic (i.e., static) demand that, at most points, outpaces supply. One exception is when the student body arrives in the weeks before the fall term, looking for housing within a small radius around their campus. At this point, the student housing market is as competitive as it gets—Lessors fight to attract a sudden influx of a large customer base. But in a matter of weeks, this customer base dwindles: students settle in, classes start, and Lessors again have market power. This is evident from RealPage's own assessment that "A property may set the rate at \$400 by renting early for the fall semester, \$420 when half the beds have been booked, and \$450 when there aren't many left."⁸³ The collusion between Lessors and RealPage eliminates this short, early competitive stage of the student housing cycle.

⁸³ Guy Lyman, *Price Units Right in Student Housing with Revenue Management*, RealPage Blog (June 21, 2018), available at <https://www.realpage.com/blog/price-units-right-in-student-housing-with-revenue-management/> (last visited June 14, 2023).

63. In its promotional materials, RealPage explicitly warns lessors that, “in fear of empty beds, some properties offer concessions or discounts for early rental decisions.”⁸⁴ RealPage purports to solve this problem: it allows Lessors the “confidence” to start the semester with prices at \$450 and stay there, freeing them from reliance on “blunt instruments such as tiered pricing or concessions.”⁸⁵ And it imposes this discipline on lessors by relying on competitor pricing data:

Revenue management for Student Housing

This is where commercial revenue management algorithms comes in. Despite the volatility of student housing, it’s still entirely predictable. Revenue management solutions look at bed availability by unit type, future expirations, historic rental patterns, competitor pricing, leasing velocity and other criteria to help you arrive at an ideal rent to charge. Rather than lease to a target occupancy, or even to a target occupancy at arbitrary prices, you’re leasing to achieve *maximum revenue* – the ideal balance of occupancy and rent price to get there.⁸⁶

64. What RealPage refers to as “fear,” most would understand as a natural market force disciplining suppliers to compete fairly. RealPage subverts this natural competitive dynamic by ensuring that, even if some beds remain empty, lessors still end up with supracompetitive profits—because the monopoly rents RealPage helps lessors extract from rented units offset losses from unrented units.

65. Remarkably, RealPage’s promotional materials even speculate whether “students themselves” will “accept” the “price volatility” that comes with lessors’ adoption of RealPage, i.e., whether students will protest RealPage’s supracompetitive pricing:

But is the price volatility accepted by the students themselves, or will there be a backlash? The answer can be found in Uber’s surge pricing, something with which students are very familiar. Prices shift constantly with supply and demand, and over time Uber consumers (who tend to skew younger) have come to understand the logic and view it as reasonable. So there’s a precedent for them to consider.⁸⁷

⁸⁴ *Id.*

⁸⁵ *Id.*

⁸⁶ *Id.* (emphasis in original).

⁸⁷ *Id.*

66. In a case study about Lessor Defendant Campus Advantage, Campus Advantage reported outperforming the market by 14.1% in the 2017 leasing season, “even with below average occupancy rates.”⁸⁸ RealPage’s website also relayed Campus Advantage’s testimonial: “Jennifer Cassidy, Senior Vice President of Asset Management for Campus Advantage, was able to see 5.4% effective rental rate growth when using YieldStar . . . because YieldStar gives her staff the ability to better understand supply and demand in their markets and to price things accordingly.”⁸⁹

67. Madison Meier, Vice President of Business Development for Defendant Campus Advantage, stated in a customer testimonial on the RealPage website: “Our peers are all focused on achieving occupancy the quickest they can, whether that be in concession or raised rates and we’re more so focused on achieving a revenue goal instead of being focused on occupancy . . . the results really speak for themselves . . . instead of just trying to lease their properties as quick as they can to a 100%, they’re focused on really maximizing rates and really leasing each bed at its maximum potential.”⁹⁰

68. Michael Greene, Sr. Director Business Operations at Lessor Greystar Management, stated in a video testimonial: “The statistics that we have as far as return on investment over the last 10 years, spanning about 150 projects, the services that [RealPage’s team] have provided have equated to a return on investment of about 300% on about 90% of those projects.”⁹¹

⁸⁸ *Student Housing: Revenue Management Case Study*, RealPage Case Studies, available at https://www.realpage.com/case-studies/campus-advantage-revenue-management-case-study/?utm_source=campus-advantage&utm_medium=bp&utm_campaign=pmi&utm_term=20181003 (last visited June 14, 2023).

⁸⁹ *Student Housing: YieldStar Helps You Become Head of the Class in Student Housing*, RealPage Videos, available at <https://www.realpage.com/videos/yieldstar-customer-review-campus-advantage/> (last visited June 14, 2023).

⁹⁰ *Id.*

⁹¹ *RealPage Consulting Helps Greystar Succeed in the Student Housing Industry*, RealPage Videos, available at <https://www.realpage.com/videos/student-housing-software-review-greystar/> (last visited June 14, 2023).

69. RealPage’s own executives admit that RealPage’s coordinated algorithmic pricing is “driving” anticompetitive effects in the form of higher prices and reduced output.⁹² RealPage advertises that its revenue management algorithm “calculates exactly what you should pay on that particular day, based on availability, class and amenities, competitor pricing, season, historical data and other criteria.” Through the algorithm, business managers can “generate the highest possible revenues in a way no human (or even team of humans) could ever do on a daily basis.”⁹³

70. RealPage’s customer testimonials reveal that the price increases on student housing were only made possible through the pricing courage afforded by RealPage’s competitively sensitive data.

71. Jennifer Cassidy, Senior Vice President of Asset Management for Lessor Defendant Campus Advantage, stated in a video testimonial on RealPage’s site that “Prior to using this product, a lot of our pricing decisions were reactionary. So if we were seeing concessions as a trend in the market, we were at the mercy of that trend whereas now we’re more of a trend setter in that we understand the supply and demand that’s happening at our property and we’re able to make decisions based on that—despite what’s happening in our markets.” The site boasts that Lessor Defendant Campus Advantage “was able to see 5.4% effective rental rate growth when using YieldStar.”⁹⁴

72. RealPage’s pricing software was built by individuals who previously had been involved in anticompetitive coordinated pricing efforts. Jeffrey Roper, one of the main architects of RealPage’s software, is the former Director of Revenue Management at Alaska Airlines when it and other airlines began using common software to share nonpublic planned routes and prices

⁹² Heather Vogell, *Rent Going Up? One Company’s Algorithm Could Be Why*, ProPublica (Oct. 15, 2022), available at <https://www.propublica.org/article/yieldstar-rent-increase-realpage-rent>.

⁹³ Guy Lyman, *Price Units Right in Student Housing with Revenue Management*, RealPage Blog (June 21, 2018), available at <https://www.realpage.com/blog/price-units-right-in-student-housing-with-revenue-management/> (last visited June 14, 2023).

⁹⁴ *Student Housing: YieldStar Helps You Become Head of the Class in Student Housing*, RealPage Videos, available at <https://www.realpage.com/videos/yieldstar-customer-review-campus-advantage/> (last visited June 14, 2023).

with each other in the 1980s. The Department of Justice estimated that the agreement cost customers over a billion dollars, and reached settlements or consent decrees for price-fixing violations with eight airlines, including Alaska Airlines. Roper said, “We all got called up before the Department of Justice in the early 1980s because we were colluding . . . We had no idea.” But Roper evidently did not learn his lesson: less than a decade later, he had turned to the apartment rental industry to begin building a “master data warehouse” of client data.⁹⁵

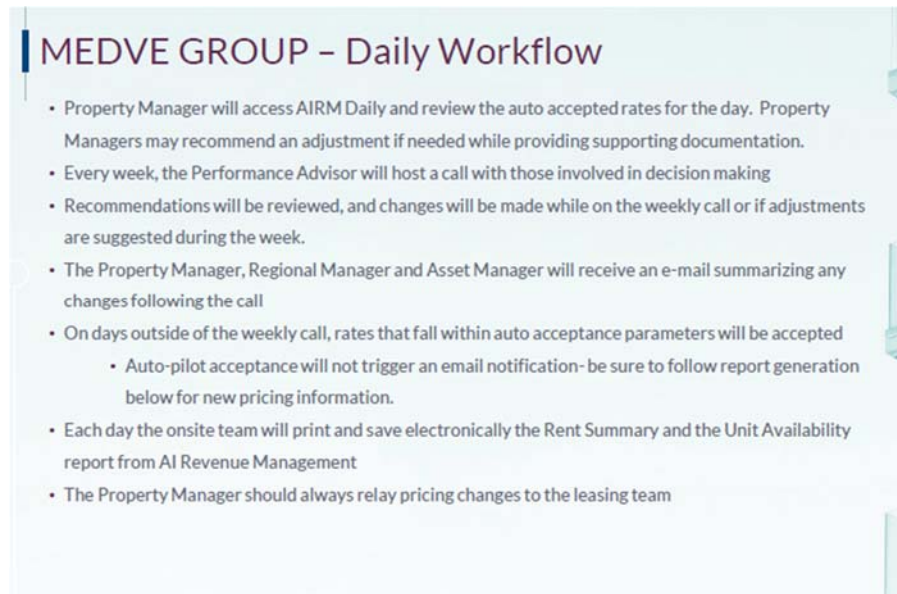
C. Defendants monitor and enforce compliance with the scheme

73. RealPage has various steps in place to closely monitor Defendants’ “discipline,” i.e., their compliance with the scheme here, including specific workflows by which property managers accept RealPage’s pricing “recommendations.” Pictured below is a slide from RealPage’s “YieldStar Revenue Management – Manager Training” deck, which details the times and processes by which property managers accept RealPage’s pricing “recommendations”:



⁹⁵ Heather Vogell, *Rent Going Up? One Company’s Algorithm Could Be Why*, ProPublica (Oct. 15, 2022), available at <https://www.propublica.org/article/yieldstar-rent-increase-realpage-rent>.

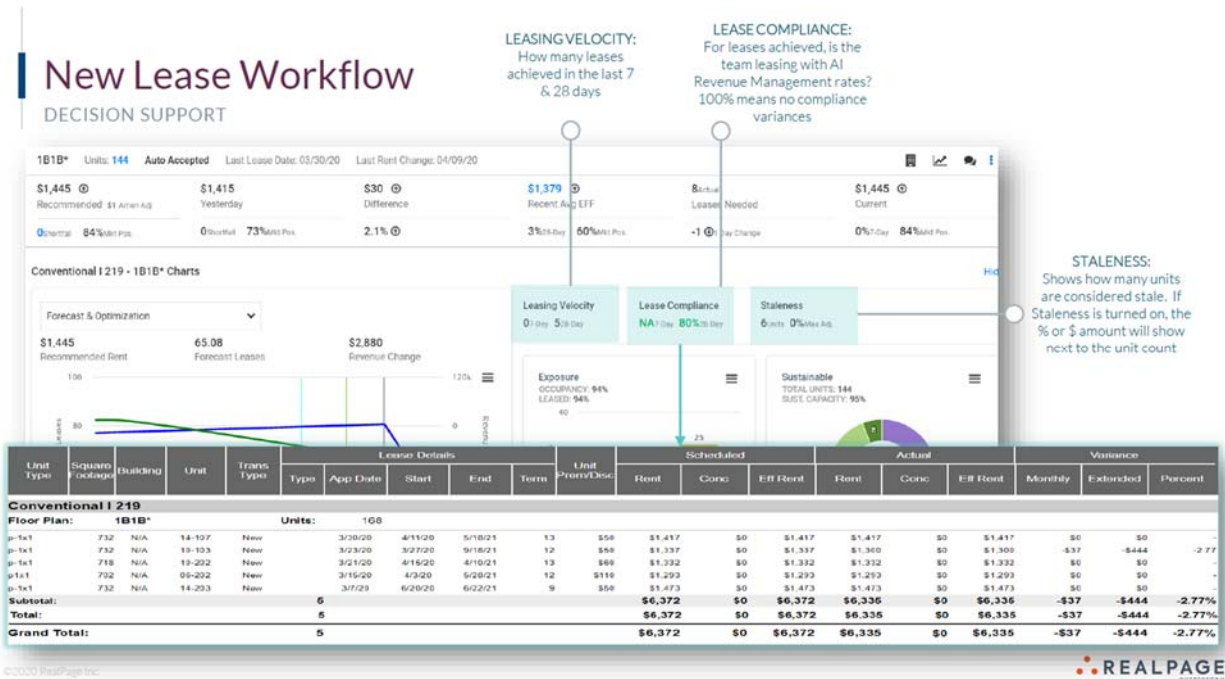
74. Consistent with this, in a 2021 presentation on “AI Revenue Management” using RealPage available on the website of The Medve Group, a slide explains that property managers access the AI revenue platform “daily” to review “the auto accepted rates for the day.” If a property managers recommend “adjustments” – i.e., prices other than what RealPage suggests – they must provide “supporting documentation”, and a RealPage “Performance Advisor” then reviews these recommendations during a weekly call⁹⁶:



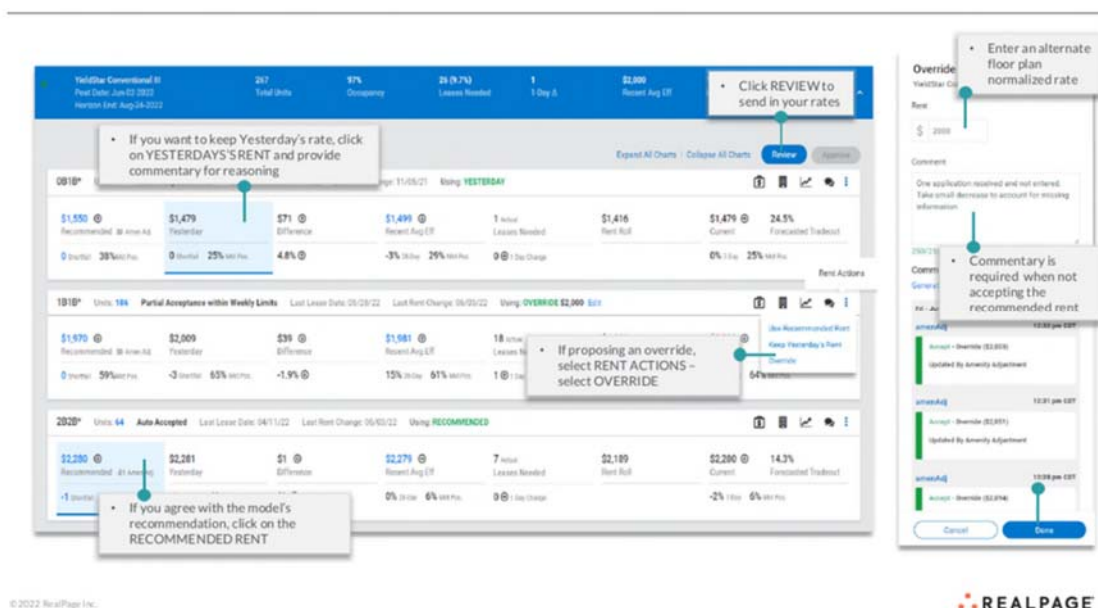
75. These “recommendations” are overwhelmingly accepted; as noted above, according to Witness 1, a former employee of Defendant Greystar, Greystar accepted RealPage’s pricing recommendations “98 to 99%” of the time during her employment, and Greystar “always wanted” Witness 1 and other property managers to accept RealPage’s pricing recommendations. Indeed, RealPage tracks the rate at which its recommended prices are accepted, which it expresses as a “lease compliance” rate in internal dashboards. For example, the same Medve Group presentation referenced above includes a slide showing how “lease compliance” is tracked, with “100%” meaning “no compliance variances”⁹⁷:

⁹⁶ *AI Revenue Management*, The Medve Group, Inc., (June 21, 2021), available at [https://medve.com/assets/airm-manager-training-medve-management-6.23.2021-\(1\).pdf/](https://medve.com/assets/airm-manager-training-medve-management-6.23.2021-(1).pdf/).

⁹⁷ *Id.*



76. Maintaining these high acceptance rates is critical to RealPage's scheme. According to YieldStar's "Manager Training Deck", if a property manager elects to keep a previous day's pricing or proposes overriding RealPage's pricing recommendations, he or she must "provide commentary for reasoning":



77. According to Witness 1, during her time at Greystar, overriding RealPage’s pricing recommendations required—consistent with the above—(a) explicitly declining the recommendation made by the software and (b) typing an explanation for why she was doing so. These explanations were then sent to RealPage for review. RealPage employees would sometimes “push back” on Witness 1’s prices, which were lower than what RealPage recommended.

78. RealPage even employs so-called “Pricing Advisors” who oversee and closely monitor lessors’ compliance with Realpage’s recommended rates. RealPage prominently advertises this service on its website, explaining that it provides “pricing advisory services for strategic oversight” of lessors’ “asset strategy”, and that its advisors:

- Review pricing daily or weekly in collaboration with on-site and regional operations management;
- Monitor and report on weekly rents, occupancy and revenue trends;
- Adjust configurations and pricing to align with your asset objectives as market conditions and business strategies change; and
- Work across any market and any part of the lifecycle spectrum, including lease-up, long-term hold, disposition and renovation.⁹⁸

⁹⁸ “RealPage AI Revenue Management”, RealPage, available at <https://www.realpage.com/asset-optimization/revenue-management/> (last visited June 9, 2023).

79. Consistent with this, a job listing for an “AI Revenue Management Advisor” posted on Linked in June 2023 in lists the following “primary responsibilities”, which include “[a]rticulate the AI revenue management value proposition and develop credibility for its concepts and benefits”, “[p]rovide review of revenue recommendations for/on behalf of customers to ensure adoption and satisfaction”, and “[c]onduct regular performance analysis regarding . . . revenue management adoption behavior”⁹⁹:

About the job

Summary

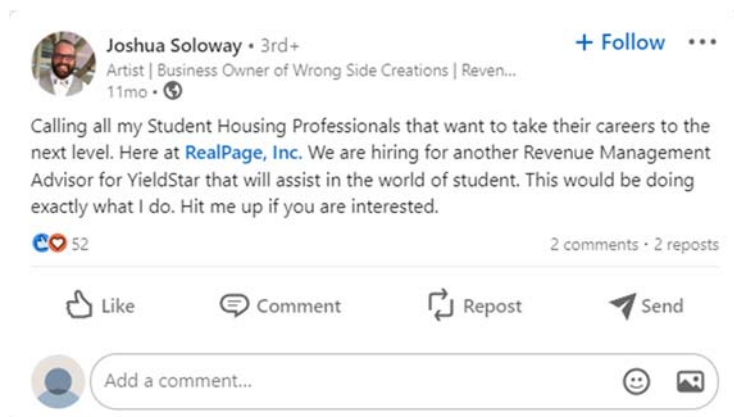
The AI Revenue Management Advisor I is the key link between the RealPage platform and our customers’ ability to improve operations and unlock hidden yield for multifamily assets. AI Revenue Management Advisors work closely with all levels of RealPage customer personnel from c-level executives and investors to regional and property staff to understand current operations and recommend strategies to improve adoption of the RealPage platform and increase multifamily asset yield.

Primary Responsibilities

- Navigate customer business scenarios to consult on asset strategy and configure AI Revenue Management accordingly.
- Articulate the AI revenue management value proposition and develop credibility for its concepts and benefits across client organizations.
- Build and maintain relationships with customers and internal RealPage staff.
- Provide review of revenue recommendations for/on behalf of customers to ensure adoption and satisfaction.
- Host regular discussions with operations teams, executive management, and ownership regarding revenue performance.
- Conduct regular performance analysis regarding financial results, revenue management adoption behavior, leasing velocity and market conditions, and present results to leadership.
- Answer modeling-related questions and provide thoughtful feedback to customers.
- Consult with customers on parameter configurations and make recommendations for necessary changes.
- Efficiently participate in multiple projects and use Sales Force to track and update project steps.
- Maintain a working knowledge of the integration with each Property Management System.
- Identify opportunities for adoption and expansion of RealPage products.
- Provide input and feedback, from a business user’s perspective to the RealPage Product group, on solution features and functionality.
- Coordinate with other RealPage teams as needed to facilitate timely implementation and overall client success with an emphasis on the other pillar products that support AI Revenue Management, including ILM, Flex, Screening, etc.
- Prepare and deliver in person and virtual solution reviews.
- Mentor junior advisors.

⁹⁹ Job Listing for “AIRM Revenue Management Advisor” with RealPage, Inc., available at <https://www.linkedin.com/jobs/view/airm-revenue-management-advisor-at-realpage-inc-3599576364/> (last visited June 12, 2023).

80. Finally, publicly available job postings also suggest that RealPage employs dedicated “Revenue Management Advisors” who focus on student housing. For example, in mid-2022, Joshua Soloway, a Revenue Management Advisor at RealPage, solicited applications for a RealPage Revenue Management Advisor “that will assist in the world of student”¹⁰⁰:



81. Witness 1 also stated that, when she worked at Defendant Greystar, she was required to have either weekly or biweekly calls with a RealPage pricing advisor. These calls were generally held over Zoom and attended by a Greystar regional manager.

82. Because RealPage’s revenue is largely derived from “license and subscription fees relating to [RealPage’s] on demand software solutions, typically licensed over one year terms; commission income from sales of renter’s insurance policies; and transaction fees for certain of our on demand software solutions,” in addition to selling new software licenses, RealPage has an interest in facilitating the cartel to ensure property management companies see the revenue increases RealPage claims its software yields, thereby incentivizing existing clients to renew their software licenses annually.¹⁰¹

D. The market for student housing real estate leases is distinct from the multifamily market

83. The market for student housing real estate leases is distinct from the market for multifamily real estate leases.

¹⁰⁰ May 2022 LinkedIn Post, available at <https://www.linkedin.com/in/joshua-soloway-3b545563/recent-activity/all/> (last visited June 12, 2023).

¹⁰¹ RealPage, Inc., Form 10-K 2020, available at <http://edgar.secdatabase.com/2500/128622520000011/filing-main.htm>.

84. From the perspective of the consumer, student housing rental apartment units are not economic substitutes for multifamily rental apartment units because, among other things, student housing properties often grant student tenants a more flexible leasing cycle that aligns with the school year, the ability to lease by the bed rather than the unit, and are often more affordable than multifamily units (since many students do not work full time). Student housing units are also not an economic substitute for apartments, condominiums, or homes for purchase because, among other reasons, purchase of real estate requires the ability to make a substantial down payment and to obtain financing.

85. RealPage itself, in a publicly available e-book aimed at potential customers (titled “Moving the Needle: How Revenue Management Empowers Student Housing”), catalogues the many ways in which the student market is unique:

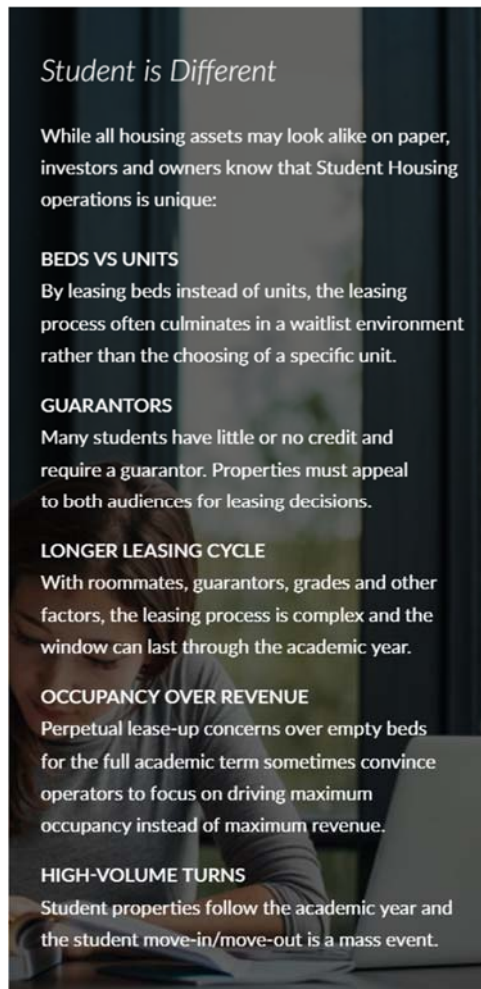
... Student housing doesn’t quite operate using the same methodology as the rest of multifamily. From the fluid leasing dynamics to short, high-volume turnaround times, these unique assets can be a challenge for both operators and investors. For operators, the goal is to maintain a smoothly running operation. For investors, the story is, and should be, profitability.

While investors may be enjoying the consistent realization of revenue from these assets, their properties may be leaving money on the table. Profits for the Student sector can sometimes flatten out, likely driven by fear of low occupancy and a lack of insight into both the asset and data-driven market dynamics.

The science of revenue management has been widely successful for many multifamily properties in providing a deeper understanding of property and market leasing dynamics. So, while some Student operators may think they’re playing the “safe” bet by focusing on occupancy instead of revenue, they’re keeping rents and profits lower than necessary by not using the tools available to them.¹⁰²

86. In a section of the e-book titled “Student is Different”, RealPage goes on to note many differences between traditional multifamily housing and the student market:

¹⁰² See RealPage, “Moving the Needle: How Revenue Management Empowers Student Housing” at 1, available at <https://www.realpage.com/ebooks/student-housing-revenue-management/> (last visited June 8, 2023).



87. In particular, RealPage emphasizes the unique ways in which student housing operators have traditionally priced housing—and how, by adopting its “scalpel”-like revenue management software, Defendant Lessors can achieve “big returns” and avoid leaving “money on the table.” For example, the eBook above states:

- While occupancy has historically been the end-all-be-all metric for Student Housing – due to fluid inventory, differing metrics from conventional multifamily and the long wait required to fill an empty unit – it only keeps the bottom line steady. But no investment is a genuinely good investment that is not growing. And with revenues in the sector remaining flat, owners and investors are rightly looking for ways to get more from their assets. Revenue management is the answer, with its carefully constructed decision-making structure that matches the business model you’re using. It uses historical data combined with current velocity and considers market movement to carefully determine the best pricing for each resident, at each moment, in order to get the most revenue. While it does take occupancy into account, revenue management goes beyond to include other metrics like revenue,

historical demand and effective rent, in order to offer true insight into the value of each bed.

- In order to get the most revenue from each and every bed, many Student properties have historically relied on tiered pricing based on how full their occupancy is. While that seems like a rational policy, it's actually leaving money on the table. Revenue management doesn't base pricing only on how many leases are coming through the door. It caters to market dynamics, including supply, demand, velocity, and timing. With the consistency and demand that Student properties offer on an ongoing basis, leasing teams shouldn't EVER take their foot off the gas, regardless of momentum. Revenue management focuses on overall revenue growth and outperformance, instead of solely occupancy.
- Currently, Student Housing relies much more on instinct and special leasing deals to bring in more residents when occupancy is in danger of dropping. But does that really work? And for who? Should they offer a lower rent that influences the guarantor (or parent) or an amenity like an Apple TV to sway the renter (student)? And what's the impact of each on net effective rent? Compared to the method many operators use today, revenue management is the scalpel, while and [sic] specials and concessions are the equivalent to a hammer. Revenue management helps to carefully construct a pricing strategy, based on data, that continues to evolve.
- With one big yearly leasing window and a short sales lifecycle, Student Housing is a challenge at best. RealPage Revenue Management for Student engages all of the touch metrics that Student Housing presents, and faces them head-on. In return, it offers big returns, with intelligent pricing returns based on hard data.¹⁰³

88. Industry participants recognize student housing as a unique market with unique challenges; indeed, all Defendants named in this action have personnel, webpages, and services specific and unique to student housing¹⁰⁴ and, as discussed below, many of their properties are concentrated in specific university-dense areas and college towns around the country. Mike Peter, President and CEO of Campus Advantage, said in a video testimonial about RealPage's services, "Student is a specialty niche. And while there are many similarities obviously between accounting needs between what's going on with the multifamily and student housing, we do have

¹⁰³ *Id.* at 5, 8, 9, 10.

¹⁰⁴ For example, Defendant Campus Advantage's website is replete with references to a distinct student housing market, and informs visitors that "Campus Advantage specializes in creating successful communities in the student housing industry through our property management, investment, and consulting services." See Campus Advantage, <https://campusadv.com/> (last visited June 14, 2023).

some unique and often time-sensitive needs that maybe they don't experience in the multi-family world.”¹⁰⁵

89. Lessor Defendants also build properties specifically for, and market them to, student renters. For example, “Slate at 901” is a property owned by Lessor Defendant Campus Advantage in Knoxville, Tennessee that advertises itself as “A Revolution in Student Living” and “Student Apartments Near UTK.”¹⁰⁶ Potential renters are informed that “Life at Slate at 901 is all about a modern living experience for the modern student—a dynamic community with so much to offer, it will exceed your expectations!”¹⁰⁷ Similarly, “The 505,” a property in Los Angeles owned by Greystar, is advertised as “The Ultimate Student Living Experience,” and all apartments have been “thoughtfully designed to cultivate academic success.”¹⁰⁸

90. Consistent with this, RealPage tracks “student housing rent per bed” separately from traditional rents, and publishes frequent and detailed analyses of the student housing market on its webpages. For example, the promotional eBook cited above explains to potential customers that “beds are easily tracked,” and that while “[a]t first, the idea of measuring beds versus units seems to alter the data model when attempting to measure the success or failure of a Student Housing property[,] [t]he reality is that revenue management doesn't care. It doesn't discriminate based on units. It just needs a baseline and a property's history, with more data being collected every day.”¹⁰⁹ An April 2022 blog post on RealPage's website distinguishes

¹⁰⁵ *RealPage Student Delivers Outstanding Quality that Outpaces Market*, RealPage Videos, available at <https://www.realpage.com/videos/realpage-student-delivers-outstanding-quality/> (video) (last visited June 14, 2023).

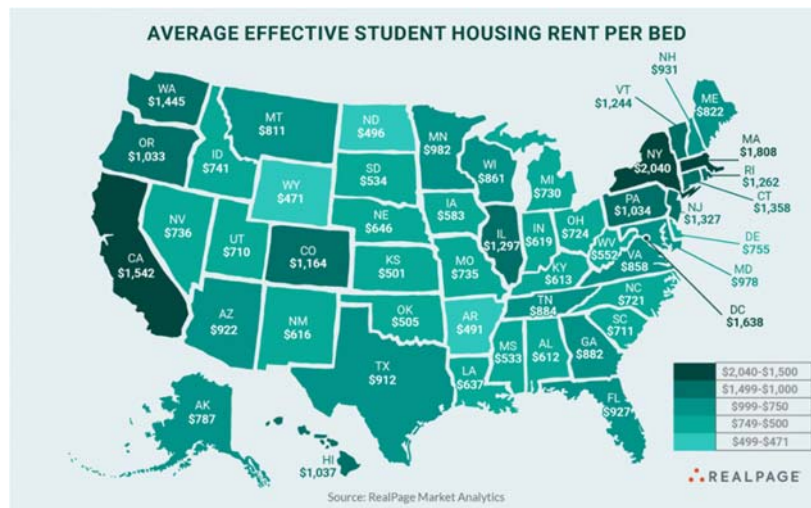
¹⁰⁶ See Slate at 901, <https://slateat901.com/> (last visited June 14, 2023).

¹⁰⁷ *Id.*

¹⁰⁸ See The 505, <https://the505la.com/> (last visited June 14, 2023).

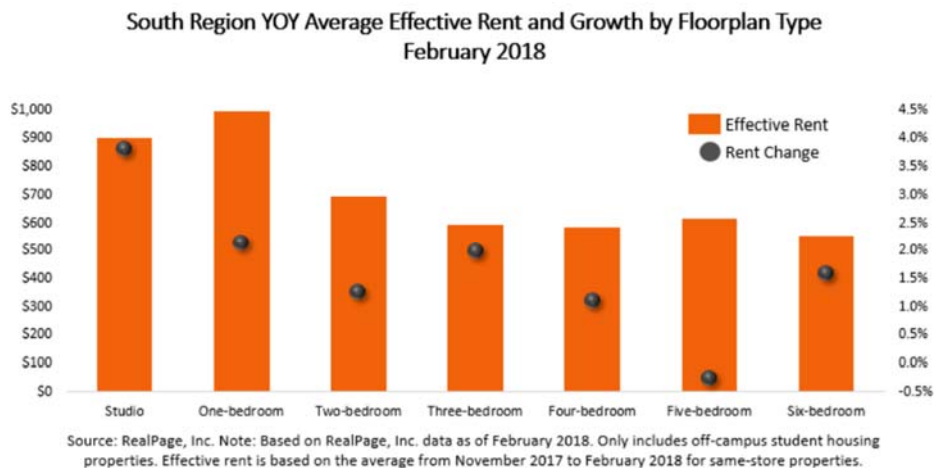
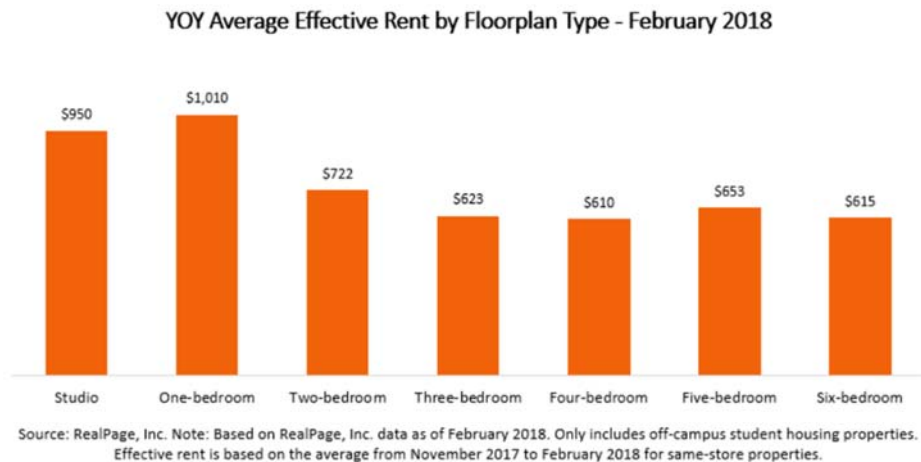
¹⁰⁹ RealPage, “Moving the Needle: How Revenue Management Empowers Student Housing” at 7, available at <https://www.realpage.com/ebooks/student-housing-revenue-management/> (last visited June 8, 2023).

Market Analytics data” showing average effective student housing rent per bed¹¹⁰:



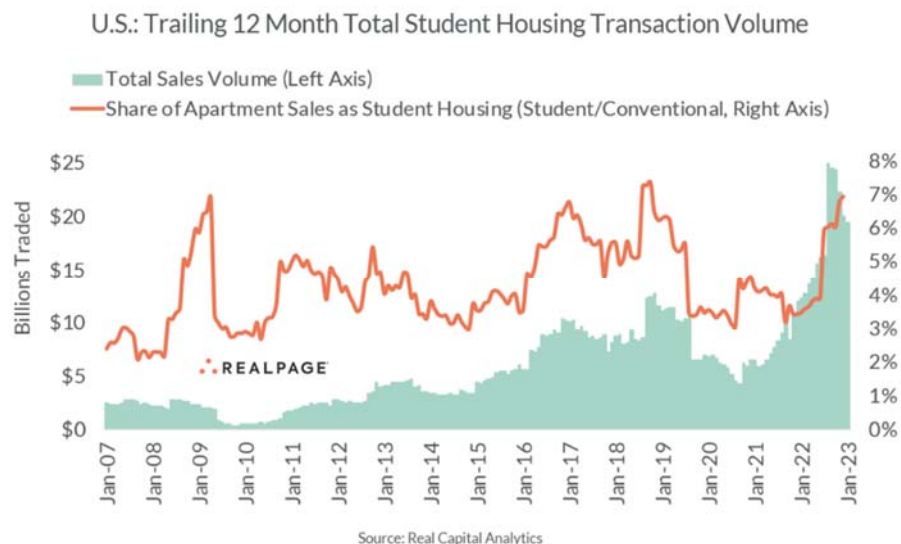
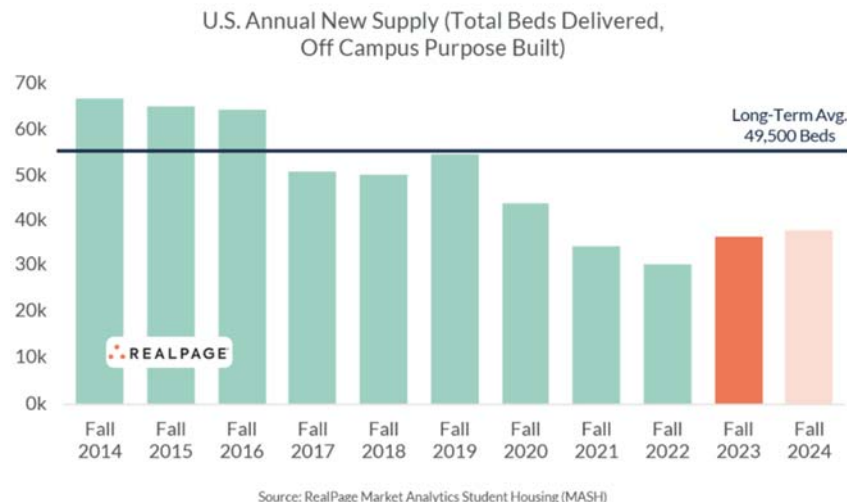
¹¹⁰ Julia Bunch, *Average Student Housing Rents Ranked by State*, RealPage Analytics (April 18, 2022), available at <https://www.realpage.com/analytics/average-student-housing-rents-ranked-state/> (last visited June 7, 2023); see also Julia Bunch, *Student Housing Sees Highest Rent Growth in Years*, RealPage Analytics (September 16, 2021), available at <https://www.realpage.com/analytics/student-housing-sees-highest-rent-growth-years/> (last visited June 7, 2023) (tracking “student housing rents”, identifying “student housing operators” as a distinct category of lessors, and noting that student housing rents “soared” in fall 2021).

91. Indeed, RealPage even tracks student housing rent by “floorplan type” and region, recognizing that “[t]hose considering off-campus student housing tend to gravitate to the floorplan type that meets their expectations” and that “[students] budgets are also a driving factor”¹¹¹:



¹¹¹ *Floorplan Pricing Differs Across Regions*, RealPage Analytics (March 21, 2018), available at <https://www.realpage.com/analytics/floorplan-pricing-differs-across-regions/> (last visited June 7, 2023).

92. RealPage also closely tracks student housing inventory separate from multifamily inventory. Charts posted on RealPage's website in April 2023, for instance, break out student housing supply by "total beds delivered" in "off campus purpose built" housing, i.e., dedicated off-campus student housing, and likewise track student housing as a discrete share of apartment transaction volumes¹¹²:



¹¹² Carl Whitaker, 7 Takeaways from Interface Student Housing, RealPage Analytics (April 19, 2023), available at <https://www.realpage.com/analytics/student-housing-update-1q23/> (last visited June 7, 2023).

93. Other RealPage resources even track “off-campus purpose-built bed count” by university, separate from “campus housing,” “conventional multifamily housing,” “single family residences,” or “Greek Life residences.” A chart posted on RealPage’s website in January 2023, for instance, lists campuses identified as “the nation’s most highly concentrated in terms of available off-campus student housing beds relative to enrollment”¹¹³:

| Campus | Total Beds (By Start of 2023) | Enrollment/ Bed Ratio | Campus | Total Beds (By Start of 2023) | Enrollment/ Bed Ratio |
|---------------------------------|----------------------------------|--------------------------|-------------------------------|----------------------------------|--------------------------|
| University of South Carolina | 11,912 | 3.0 | University of Mississippi | 7,244 | 2.5 |
| Clemson University | 8,937 | 3.0 | Sam Houston State University | 8,744 | 2.5 |
| University of Arkansas | 9,495 | 2.9 | University of Texas at Austin | 20,442 | 2.5 |
| Baylor University | 6,882 | 2.8 | Auburn University | 13,082 | 2.3 |
| University of Oregon | 7,868 | 2.8 | East Carolina University | 12,779 | 2.3 |
| University of Missouri | 11,626 | 2.7 | Texas A&M University | 29,228 | 2.2 |
| Mississippi State University | 8,653 | 2.7 | James Madison University | 10,000 | 2.2 |
| North Carolina State University | 13,691 | 2.6 | University of Florida | 25,646 | 2.1 |
| University of Alabama | 14,520 | 2.6 | Texas State University | 21,016 | 1.8 |
| Coastal Carolina University | 3,912 | 2.6 | Georgia Southern University | 10,647 | 1.8 |
| Louisiana State University | 13,390 | 2.6 | Florida State University | 27,846 | 1.6 |
| Texas Tech University | 15,778 | 2.6 | | | |

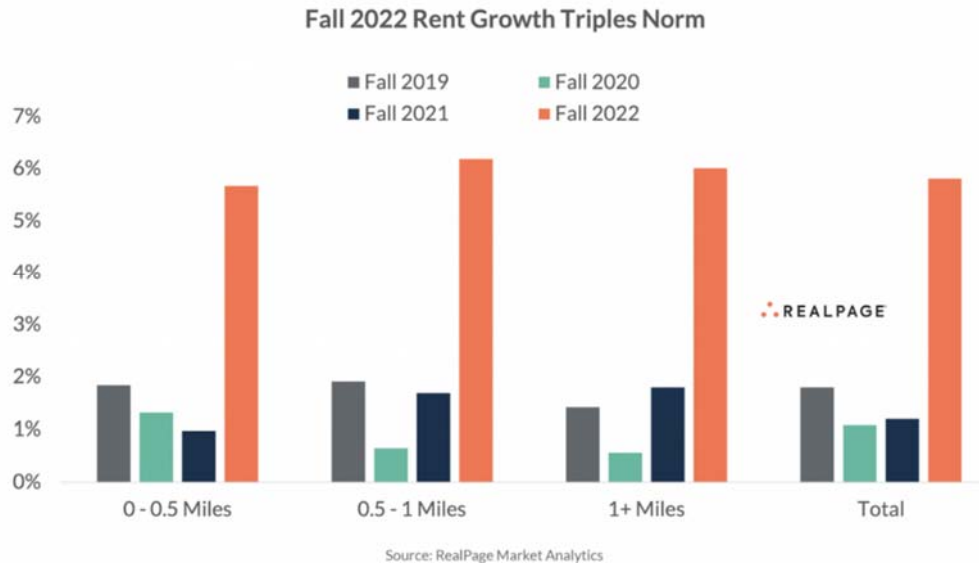
Source: RealPage Market Analytics Student Housing (MASH)



94. Consistent with this, RealPage boasts regularly (and publicly) about historically high rises in student rental prices (in effect admitting the antitrust impact of its conduct), and closely tracks student housing inventory by occupancy. A July 2022 blog post of RealPage’s website (titled “Once Again Student Housing Rent Growth, Occupancy Set Records”) notes, for instance, that a record 86.2% of beds at the “RealPage 175”—a core set of 175 universities RealPage tracks—were “pre-leased” for Fall 2022, and that “year-over-year effective asking rent change for same-store assets again stood at 5.8% in June 2022”—a “record” and “more than triple the average” of rent changes in student housing over previous years¹¹⁴:

¹¹³ Carl Whitaker, *Student Housing Outlook for 2023*, RealPage Analytics (Jan. 12, 2023), available at <https://www.realpage.com/analytics/student-housing-outlook-for-2023/> (last visited June 7, 2023).

¹¹⁴ Julia Bunch, *Once Again Student Housing Rent Growth, Occupancy Set Records*, RealPage Analytics (July 14, 2022), available at <https://www.realpage.com/analytics/once-again-student-housing-rent-growth-occupancy-set-records/> (last visited June 7, 2023).

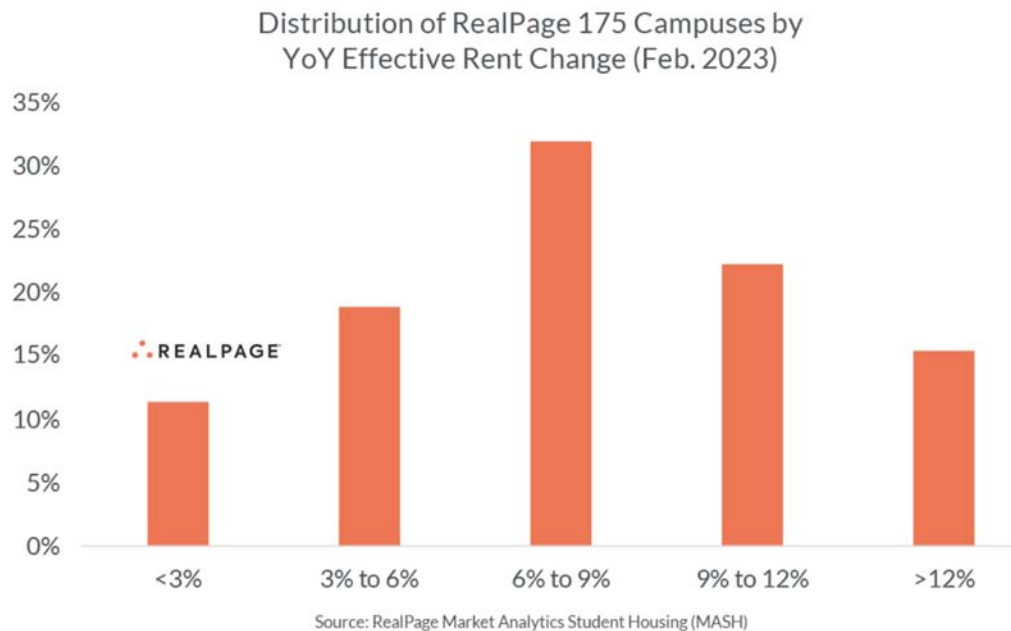


95. A follow up post from March 10, 2023 notes that this trend has continued and that rent growth “soared” in Fall 2023, stating: “Fall 2023’s annual effective rent growth towers head and shoulders above previous years, even considering last year’s substantial rebound. Annual effective rent growth hit 9.5% in February, the third consecutive month of 9%+ rent hikes.”¹¹⁵

96. Similarly, an April 19, 2023 post on RealPage’s website states that “[t]he near-term outlook for the student housing industry may be at an all-time high” and emphasizes “today’s double digit revenue growth” in the student housing industry, noting that “just one in 10

¹¹⁵ Julia Bunch, *Rent Growth Hits Another High in Fall 2023 Pre-Leasing Season*, RealPage Analytics (March 10, 2023), available at <https://www.realpage.com/analytics/rent-growth-hits-another-high-in-fall-2023-pre-leasing-season/> (last visited June 7, 2023).

RealPage 175 campuses is failing to match 3% annual rent growth today, an impressive feat considering that threshold was considered outperformance not too long ago”¹¹⁶:



97. Another June 12, 2023 post on RealPage’s website notes “double digit” rent growth in student housing at “key schools” around the country, finding that, at a substantial number of schools, this growth has significantly outpaced rent growth in conventional multifamily housing in these markets¹¹⁷:

¹¹⁶ Carl Whitaker, *7 Takeaways from Interface Student Housing*, RealPage Analytics (April 19, 2023), available at <https://www.realpage.com/analytics/student-housing-update-1q23/> (last visited June 7, 2023).

¹¹⁷ Carl Whitaker, *Student Housing Rent Growth in Double Digits at Key Schools*, RealPage Analytics (June 12, 2023), available at <https://www.realpage.com/analytics/schools-outperform-rent-growth-student-housing/> (last visited June 12, 2023).

| Comparing Purpose-Built Rent Change (YoY) versus Conventional MSA-Level Rent Change: RealPage 175 Campuses | | |
|--|---------------------------------|--------------------|
| Range of Difference: Purpose Built vs. Conventional | Number of RealPage 175 Campuses | % of RealPage 175* |
| >8% | 21 | 14% |
| 6% to 8% | 16 | 11% |
| 4% to 6% | 22 | 15% |
| 2% to 4% | 19 | 13% |
| 0% to 2% | 22 | 15% |
| -2% to 0% | 25 | 17% |
| -2% to -4% | 14 | 9% |
| <-4% | 11 | 7% |

*Includes only qualified campuses with stabilized conventional MSA data (150 out of 175 campuses)
Source: RealPage Market Analytics & Market Analytics for Student Housing (MASH)

REALPAGE

| Fall 2023 Rent Change - May 2023 Weighted by Monthly Change in Pre-Lease * Rent Change | Purpose-Built Rent Change (YoY) | Conventional MSA Rent Change (YoY) | Difference |
|--|------------------------------------|---------------------------------------|------------|
| Arizona State University | 18.5% | -4.1% | 22.6% |
| University of Arkansas | 21.5% | 8.1% | 13.4% |
| University of Arizona | 13.5% | 0.4% | 13.1% |
| University of South Florida | 13.1% | 0.4% | 12.7% |
| University of North Carolina | 12.9% | 0.7% | 12.2% |
| Boise State University | 8.5% | -3.3% | 11.8% |
| University of Nevada - Las Vegas | 8.2% | -3.5% | 11.6% |
| Texas State University | 9.8% | -1.6% | 11.4% |
| Coastal Carolina University | 8.6% | -2.6% | 11.2% |
| Baylor University | 17.2% | 6.8% | 10.4% |
| North Carolina State University | 11.0% | 0.7% | 10.3% |
| Florida Atlantic University - Boca Raton | 10.7% | 0.8% | 10.0% |
| University of Miami | 15.1% | 5.4% | 9.7% |
| Purdue University | 15.7% | 6.0% | 9.7% |
| East Tennessee State University | 10.1% | 0.8% | 9.2% |
| College of Charleston | 15.1% | 6.0% | 9.1% |
| Florida International University | 14.4% | 5.4% | 9.0% |
| University of California - Davis | 6.5% | -2.4% | 9.0% |
| Texas Woman's University | 11.3% | 2.3% | 9.0% |
| University of North Texas | 11.0% | 2.3% | 8.7% |
| University of Oklahoma | 10.1% | 2.0% | 8.1% |

Source: RealPage Market Analytics & Market Analytics for Student Housing (MASH)

REALPAGE

98. RealPage also assess the revenue potential of student housing separately from “conventional multifamily units.” In its 10-K for the fiscal year 2019, for instance, RealPage estimates “revenue per unit” in the “student market” separate from revenue per unit in the multifamily market:

According to the U.S. Census Bureau American Housing Survey for the United States, there were 44.6 million rental real estate units in the United States in 2017. Based on U.S. Census Bureau data and our own estimates, we believe that the overall size of the U.S. rental real estate market, including rent, utilities, and insurance, exceeds \$580.0 billion annually. We estimate that the total addressable market for our current data analytics and on demand software solutions is approximately \$16.1 billion per year. This estimate assumes that each of the 44.6 million rental units in the United States has the potential to generate annually a

range of approximately \$310 in revenue per unit for single family units to approximately \$500 in revenue per unit for conventional multifamily units. **In addition, we estimate that the student and senior markets have the potential to generate annually approximately \$510 in revenue per unit, and affordable housing markets will generate annually approximately \$300 in revenue per unit.** We base this potential revenue assumption on our review of the purchasing patterns of our existing clients with respect to our data analytics and on demand software solutions, the solutions currently utilized by our existing clients, the number of units our clients manage with these solutions, and our current pricing for data analytics and on demand software solutions.¹¹⁸

99. RealPage’s descriptions of the market are consistent with those of industry participants. For example, Defendant Campus Advantage describes “purpose-built student housing” as a separate housing category: a 2018 post on its website lists the various unique features of this student-specific housing, emphasizing (among other things) its shorter leasing model as a “key differentiator”¹¹⁹ alongside features like “individual leases”, “roommate matching”, “units and amenities designed for students”, “furnished apartments”, “study areas”, “proximity to campus”, and “residence life programs”:

What Is Purpose-Built Student Housing?

Purpose-built student housing is an apartment community designed for residents in higher education. These communities offer amenities tailored to college students, such as individual leases, study areas, fully furnished units, and roommate matching. They’re typically located near a college campus and may offer unique residence life programs, such as [Students First™](#), and employ students to act as community assistants, providing support to their fellow student residents.

College campuses are like small cities in themselves, where students live, study, and work all in the same area. This campus-centric lifestyle drives a need for a different kind of housing – one that is not typically fulfilled by conventional housing options. It also offers developers an opportunity to tailor new living experiences to better serve college students’ unique needs. Some differentiators of purpose-built student housing include:

- Individual leases
- Roommate matching
- Units and amenities designed for students
- Furnished apartments
- Study areas
- Proximity to campus
- Residence life programs

A key differentiator of student housing is in the leasing model. Instead of leasing by the unit for 12-month contracts, purpose-built housing allows students to lease by the bed with options to lease for the months they are attending school. Additionally, roommate-matching programs are common to help residents find other student(s) who will be a great fit.

In purpose-built student housing, units and amenities are designed specifically with students in mind. Students commonly “travel light,” leaving many belongings back at home with their parents. While at college, their focus is on studying, as well as connecting with friends during their leisure times. Therefore, in general, student residents don’t require large storage space. Instead, they get more value out of community amenities, such as a pool, a gym, and group study areas.

¹¹⁸ See RealPage, Inc., Form 10-K 2020, available at <http://edgar.secdatabase.com/2500/128622520000011/filing-main.htm> (emphasis added).

¹¹⁹ Campus Advantage, *What is Purpose-Built Student Housing?* (February 21, 2018), available at <https://campusadv.com/purpose-built-student-housing/> (last visited June 7, 2023).

100. Other industry sources recognize student housing as unique as well. For example, Multifamily Dive, a website that provides “journalism and insight into . . . the multifamily housing & real estate industry,” reported in June 2022 that “[p]rivate developers [were] slated to deliver just 26,000 new student housing beds near universities across the country in fall 2022,” and that, “[a]cross the 175 colleges and universities tracked by RealPage, 43 [would] receive new student housing inventory in fall 2022.”¹²⁰ The same article includes a chart—sourced from RealPage itself—cataloguing “fall 2022 student bed deliveries” for various universities in fall 2022:

| University Name | Fall 2022 student bed deliveries |
|--|----------------------------------|
| 1. University of Washington | 2,116 |
| 2. Virginia Polytechnic Institute and State University (Virginia Tech) | 1,920 |
| 3. Indiana University | 1,570 |
| 4. Clemson University | 1,396 |
| 5. University of Maryland | 1,274 |
| 6. University of Florida | 1,147 |
| 7. University of Michigan | 1,103 |
| 8. University of Texas at Austin | 1,039 |
| 9. University of South Florida | 891 |
| 10. Auburn University | 889 |
| 11. Northern Arizona University | 854 |
| 12. George Mason University | 825 |
| 13. University of Georgia | 806 |
| 14. University of North Carolina – Charlotte | 746 |
| 15. Georgia State University | 741 |

SOURCE: RealPage

101. Another article on the student real estate market explains:

“Student housing emerged as a niche sector of commercial real estate in the mid-1990s as demographics, increased college-going rates and growing graduate programs produced 38% growth in higher education enrollments during the decade

¹²⁰ Mary Salmonsens, *The top colleges for student housing starts*, Multifamily Dive (June 17, 2022), available at <https://www.multifamilydive.com/news/top-15-colleges-student-housing-starts-data/625505/> (last visited June 7, 2023).

of the 2000s,” says Pierce. “At the same time as housing demand was increasing, so was student appetite for higher end product that resulted from a combination of an aging housing stock on and off campus and a proliferation of high school students having their own bedrooms, as opposed to share with a sibling like prior generations, at home.

As a result, student housing has emerged as a top asset class for institutional investment. This has also propelled student housing into a new format with highly amenitized and well-designed spaces. “The result was the emergence of the purpose-built student housing sector, where private developers began building apartments off-campus that are leased by-the-bedroom and offer student oriented unit mixes, mostly three and four bedroom floor plans, single occupancy bedrooms and bathrooms and class-A amenities, like resort-style pools, 24/7 fitness centers, tanning beds, sand volleyball and basketball courts, business centers, game rooms, study rooms.”¹²¹

102. Researchers also recognize student housing as a separate market. According to a 2022 paper, for instance:

Student housing has several unique characteristics that separate it from market-rate traditional multifamily. Student housing real estate is located around or on college campuses and is targeted towards undergraduate or graduate students. It is primarily rent per bed although some rents are conducted on a rent per square foot basis for graduate-level targeted properties. Due to the tenants being students, leases typically require a guarantor and leases are between nine and twelve months. The leasing cycle is focused around the academic year with all leases beginning before the start of the academic year and expiring at the end of the academic year or after the summer term and with very small periods of downtime. Turnover costs at student housing properties are generally more expensive due to the wear that students put on the units. The industry rule of thumb is that turnover costs are \$150 per bed however this can differ based on the market or tenant base.¹²²

103. Revenue management services also regard student housing differently than other forms of rental housing. RealPage states on its website, “Student housing management has its own set of unique challenges. From the constant turn to planning shared rent payment responsibilities, student housing is about as different as it gets in rental housing.”¹²³ Dave

¹²¹ Kelsi Maree Borland, *Inside the Ownership Consolidation in Student Housing*, GlobeSt.com (Nov. 21, 2018), available at <https://www.globest.com/2018/11/21/inside-ownership-consolidation-in-student-housing/> (last visited June 8, 2023).

¹²² ORG Portfolio Management, *Student Housing: An Attractive Alternative to Multifamily* (March 28, 2022), available at <https://irei.com/wp-content/uploads/2022/05/Student-Housing-Thought-Piece-Final.pdf>.

¹²³ *RealPage Student Housing Management Software Overview*, RealPage Videos, available at <https://www.realpage.com/videos/student-housing-management-renting-to-college-students/> (last visited Nov. 2, 2022).

McKenna, vice president of Student Living at RealPage, stated, “Student housing has some of the most demanding operational needs in the multifamily industry.”¹²⁴ Competing providers of revenue management software often specialize their software for student housing by having a different leasing cycle, leasing by the bed rather than by the unit, accounting for limited renewals of the same tenant, and a smaller customer base that is “limited to the student populations of nearby schools and can be even further limited by on-campus housing requirements and enrollment changes.”¹²⁵

104. The Rainmaker Group, another revenue management firm that once competed with RealPage, also recognized the student housing market as distinct. In 2013, The Rainmaker Group’s VP of Strategic Initiatives, Steve Tappert, likened the difference between leasing a conventional multifamily property and a student housing property to “the difference between waiting for a train and waiting for a cruise ship. If you miss your train, you may wait a couple of minutes for the next one. If you miss your ship, you will be waiting at the dock for quite a while.”¹²⁶ When Tappert saw his multifamily clients trying to use conventional multifamily revenue management software on their student housing platforms, he stated, “You can’t just shoehorn a multifamily solution onto a student housing asset—it won’t work.”¹²⁷

105. In fact, as discussed below, the Rainmaker Group was among the first in the industry to offer—beginning in 2012—a revenue management product engineered specifically

¹²⁴ *RealPage Announces Launch of Prelease Management for Student Living*, RealPage Newsroom (Feb. 25, 2013), available at <https://www.realpage.com/news/realpage-announces-launch-of-prelease-management-for-student-living/> (last visited June 14, 2023).

¹²⁵ *The Price is Right*, Student Housing Business (Feb. 22, 2023), available at <https://studenthousingbusiness.com/the-price-is-right/> (last visited June 14, 2023).

¹²⁶ *Id.*

¹²⁷ *Id.*

for student housing, called LRO Student.¹²⁸ One client, Wood River Properties, LLC, stated “LRO essentially revolutionized a key part of our business: pricing units.”¹²⁹

106. Another Lessor Defendant, Greystar, stated in a video testimonial on RealPage’s website that “over the last 10 years, spanning about 150 projects, the services that [RealPage] provided have equated to a return on investment of about 300% on about 90% of those projects.”¹³⁰

E. “Plus Factors” indicate the market for student housing real estate leases is susceptible to the formation, maintenance, and efficacy of a cartel

107. The market for the sale of student housing residential real estate leases from Lessors to lessees is characterized by numerous “plus factors” that render the industry susceptible to collusion, such that the formation, maintenance, and efficacy of a cartel is more likely. These include (1) high barriers to entry, (2) high barriers to exit, (3) market concentration, (4) inelastic consumer demand, (5) relative fungibility of residential real estate leases, (6) exchanges of competitively sensitive information among horizontal competitors, and (7) numerous opportunities to collude at trade associations and RealPage functions.

1. High barriers to entry

108. First, student housing property owners and operators face significant entry barriers. These include the high cost of acquiring property, establishing a property management infrastructure, and ongoing costs of building maintenance and regulatory compliance.

109. Even small rental properties cost millions of dollars to acquire. Large properties, such as those operated by Defendant Greystar, run into the hundreds of millions of dollars to own and manage and take several years and significant experience to build or acquire. For

¹²⁸ Jessica Fiur, *The Rainmaker Group Launches Industry’s First Revenue Management Product Engineered Specifically for Student Housing*, Multi-Housing News (Oct. 16, 2021), available at <https://www.multiphasingnews.com/the-rainmaker-group-launches-industrys-first-revenue-management-product-engineered-specifically-for-student-housing/> (last visited June 12, 2023).

¹²⁹ Donovan Jones, *RealPage to Acquire Rainmaker Group Multifamily LRO Assets*, Seeking Alpha (Mar. 9, 2017), available at <https://seekingalpha.com/article/4053859-realpage-to-acquire-rainmaker-group-multifamily-lro-assets> (last visited Nov. 2, 2022).

¹³⁰ *RealPage Consulting Helps Greystar Succeed in the Student Housing Industry*, RealPage Videos, available at <https://www.realpage.com/videos/student-housing-software-review-greystar/> (last visited June 14, 2023).

example, Defendant Greystar recently raised a \$600 million fund in order to build three student housing complexes.¹³¹ Thus, new entrants into the student housing real estate leasing market are unlikely to discipline cartel pricing.

2. High barriers to exit

110. Second, renters face high exit barriers. Renters typically incur substantial cost and inconvenience when moving, and student renters in particular cannot move too far from campus, forcing them to rent where Lessors are. As noted above, for instance, RealPage tracks rent growth on student campus in part by proximity to campus, with the three categories used being “0-0.5 miles”, “0.5-1 miles”, and “1+ miles”¹³², and regularly analyzes the market using figures like the following¹³³:



111. Accordingly, renters cannot easily turn to alternative Lessors to discipline cartel pricing.

3. Inelastic demand

112. Third, the demand for student housing real estate property leases is relatively inelastic, particularly in so-called “college towns”. Except for an anomalous period during the

¹³¹ Gail Kalinoski, *Greystar Secures \$600M for Student Housing Projects*, Multi-Housing News (November 4, 2021), available at <https://www.multihousingnews.com/greystar-secures-600m-for-student-housing-projects/>.

¹³² Julia Bunch, *Once Again Student Housing Rent Growth, Occupancy Set Records*, RealPage Analytics (July 14, 2022), available at <https://www.realpage.com/analytics/once-again-student-housing-rent-growth-occupancy-set-records/> (last visited June 7, 2023).

¹³³ Julia Bunch, *Campus-Adjacent Student Housing Misses Normal Premiums*, RealPage Analytics (July 9, 2021), available at <https://www.realpage.com/analytics/close-campus-student-housing-yet-rebound/> (last visited June 8, 2023).

height of the Covid pandemic, students needed to live near their school to attend it. There are few, if any, realistic alternatives to renting as a student. Buying is financially prohibitive and would make little sense for a tenant who is likely to graduate and move elsewhere in four years. Indeed, industry sources recognize this: for example, a January 2021 article in Re Journals, a real estate publication, observes that “[s]tudents have inelastic demand for housing adjacent to large, tier-one campuses which is why, despite the vigorous development activity, the industry was enjoying a 95 percent occupancy rate pre-COVID.”¹³⁴

113. Thus, no reasonable substitutes exist to discipline cartel pricing.

4. High concentration

114. Fourth, the market for student housing real estate property leases is highly concentrated. As discussed above, many college towns are dominated by relatively few sellers, and Lessor Defendants’ properties are often clustered in these places.

115. Even within the real estate industry, student housing is recognized as a uniquely concentrated sector. According to an April 2023 RealPage blog post, “[s]tudent housing has always been a fairly consolidated sector,” and “the industry’s continued consolidation doesn’t appear to be slowing down either.”¹³⁵ The post continues: “things like centralization and broader technology adoption among operators is only going to further delineate the top performing companies from the ones that need to reassess their operational approach (and, if not, likely exit the space which, in turn, will drive additional consolidation).”¹³⁶

116. Consistent with this, a 2018 article notes, for instance, that there was “tremendous consolidation in the student housing industry during the 2010 decade,” and that the “top 25”

¹³⁴ Matt Baker, *Making the grade: Student housing finds a way to endure the pandemic*, Re Journals (Jan. 20, 2021), available at <https://rejournal.com/making-the-grade-student-housing-finds-a-way-to-endure-the-pandemic/> (last visited June 8, 2023).

¹³⁵ Carl Whitaker, *7 Takeaways from Interface Student Housing*, RealPage Analytics (April 19, 2023), available at <https://www.realpage.com/analytics/student-housing-update-1q23/> (last visited June 7, 2023).

¹³⁶ *Id.*

owners of total beds in the “Axio175”¹³⁷ collectively controlled 71% of beds in 2017 (a number likely higher today)¹³⁸:

| CATEGORY | 2010 | 2011 | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 |
|---|---------|---------|---------|---------|---------|---------|---------|---------|
| TOTAL BEDS - OWNED BY TOP 25 | 276,412 | 294,708 | 321,947 | 373,877 | 395,207 | 383,647 | 482,684 | 531,239 |
| TOTAL BEDS - AXIO 175 MARKETS | 447,880 | 472,770 | 512,360 | 568,647 | 622,849 | 667,193 | 707,719 | 750,433 |
| TOP 25 OWNER % of AXIO 175 | 62% | 62% | 63% | 66% | 63% | 58% | 68% | 71% |
| % GROWTH (BEDS) OF TOP 25 OWNERS | -- | 6.6% | 9.2% | 16.1% | 5.7% | -2.9% | 25.8% | 10.1% |
| TOP 25 OWNERS - MINIMUM BEDS TO QUALIFY | 2,766 | 4,000 | 4,220 | 5,604 | 5,060 | 4,160 | 5,300 | 5,401 |
| AVERAGE BEDS OWNED BY TOP 25 | 11,056 | 11,788 | 12,878 | 14,955 | 15,808 | 15,346 | 19,307 | 21,250 |

117. The article further explains that “[t]his consolidation in student housing ownership is largely due to the management-intensive nature of the asset class providing the opportunity for best-in-class operators to attract institutional capital that wants to invest with scale . . . It’s a perfect storm, if you will, as experienced, best-in-class operators can deliver superior operating and investment performance, while their increasing economies of scale also reduce operating expenses on the margin for these growing companies.”¹³⁹

118. More broadly, the market for revenue management software is highly concentrated. For example, RealPage’s 2020 10-K indicates that its clients—i.e., those who “use one or more of [RealPage’s] integrated data analytics or on demand software solutions to help manage [their] operations”—control 19.7 million real estate units out of “about 22 million investment-grade apartments in the US[.]”¹⁴⁰ Indeed, Tracy Saffos, “Industry Principal” at RealPage, boasted in 2020 that RealPage “collects data on . . . a very large chunk of the total inventory in the country After almost 20 years of collecting data, there are literally billions and billions of transactional data points to power our BI and Benchmarking capabilities.”¹⁴¹

¹³⁷ According to RealPage, the Axio175 “are 175 of the top universities around the country, as favored by publicly traded student housing REITs and larger owners and managers of student housing properties.” See *University Success Improves Student Housing Potential*, RealPage Analytics (May 25, 2017), available at <https://www.realpage.com/analytics/university-success-improves-student-housing-potential/> (last visited June 8, 2023).

¹³⁸ Kelsi Maree Borland, *Inside the Ownership Consolidation in Student Housing*, Globe St (Nov. 21, 2018), available at <https://www.globest.com/2018/11/21/inside-ownership-consolidation-in-student-housing/>.

¹³⁹ *Id.* (quoting Frederick Pierce of Pierce Education Properties, a student housing operator).

¹⁴⁰ Gad Meiron, *How Business Intelligence Can Clear Up a Cloudy Forecast*, RealPage Blog (July 29, 2020), available at <https://www.realpage.com/blog/how-business-intelligence-can-clear-up-a-cloudy-forecast/> (last visited June 8, 2023).

¹⁴¹ *Id.*

5. Fungibility of demand

119. Fifth, student housing residential real estate properties are relatively fungible, particularly within classes of properties. That is, when controlling for certain high-level characteristics of properties—such as the number of bedrooms and bathrooms, amenities, location, or the age of the building—properties within those classes are relatively fungible.

6. Frequent exchanges of competitively sensitive information

120. Sixth, RealPage’s participating Lessors, directly and using RealPage as a conduit, share competitively sensitive information with one another. Founder and former CEO Steve Winn has noted in earnings calls that RealPage’s numbers “give a much more accurate view of what’s happening in the market compared to merely looking at rents reported by Internet listing services or other sources.”¹⁴² It is even less likely that this function could be recreated using any public, non-competitively sensitive sources as the advertised rates for student housing real estate leases typically diverge from the actual rates. Furthermore, RealPage provides specific, non-public pricing information on important factors such as concessions that are given at the time of lease that are individually negotiated and not otherwise publicly available.

121. Remarkably, aside from facilitating the exchange of competitively sensitive information through its platform, RealPage encourages its clients to obtain pricing data from one another. Specifically, in an “Overcoming Objections Guide”, RealPage exhorts lessors to “[s]hop

¹⁴² RealPage, Inc. Q2 2020 Earnings Conference Call (July 30, 2020), available at https://seekingalpha.com/article/4363323-realpages-rp-ceo-steve-winn-on-q2-2020-results-earnings-call-transcript?open_reset_password=true&origin=confirm_registration&utm_campaign=%7Cconfirmation_link_registration&utm_medium=email&utm_source=seeking_alpha.

your competitors over the phone, in-person, and view their websites. Be knowledgeable about their pricing, specials, and product”¹⁴³:



Protips

- Shop your competitors over the phone, in-person, and view their websites. Be knowledgeable about their pricing, specials, and product.
- Inform your customer's how your community outperforms without speaking ill of your competitor.
- Utilize a calculator to compute their savings.

7. Opportunities to collude and extensive evidence of collusion

122. Seventh, RealPage and participating Lessors have ample opportunities to collude, as well as a clear incentive to do so.

123. RealPage operates a private RealPage User Group Forum, an association of over a thousand participating Lessors, which, according to RealPage, aims “to improve communications between RealPage and the user community,” while “promot[ing] communication between users” themselves. Within that Forum is an “Idea Exchange,” where Lessors submit their own recommendations for changes or improvements to RealPage’s offerings, as well as provide comments on proposed changes that RealPage is considering implementing to its software offerings.¹⁴⁴

124. RealPage also encourages clients to serve on subcommittees. According to RealPage, “[a]ny RealPage client may serve on a user group committee”; to join, client must “[a]ttend one annual meeting to be held during the RealWorld conference” and “[p]articipate in one conference call per quarter.”¹⁴⁵

125. RealPage has hosted in-person, annual, multi-day RealWorld summits. The summits gather Lessors with RealPage executives to network, exchange insights and ideas, and

¹⁴³ “Revenue Management: Overcoming Objections Guide,” RealPage (2021), available at <https://medve.com/assets/rm-overcoming-objections-2021.pdf> (last visited June 9, 2023).

¹⁴⁴ “User Group Overview,” RealPage, available at <https://www.realpage.com/user-group/overview/> (last visited June 14, 2023).

¹⁴⁵ “User Group,” RealPage, available at <https://www.realpage.com/user-group/> (last visited June 14, 2023).

discuss revenue management tools. Over the past five years, those conferences have been held in Las Vegas, NV, Nashville, TN, Orlando, FL, and virtually during the Covid-19 pandemic.

126. RealPage has also hosted “Student Summits,” specific to the student housing market, since 2014. According to a RealPage press release, “The summit features in-depth presentations and discussions on revenue management . . . A highlight of the Student Summit is gaining an understanding of the critical role revenue management now plays in profitability. RealPage is a leader in this arena with YieldStar®, the first revenue management solution purpose built for multifamily. RealPage specifically launched YieldStar Student, tailor made for Student Housing operators that now serves more than 50 clients.”¹⁴⁶

127. Industry trade associations offer RealPage and participating Lessors additional opportunities to conspire. As an illustrative example, the National Multifamily Housing Council (“NMHC”), which advertises itself as “the place where the leaders of the apartment industry come together to guide their future success,” holds several events every year, including in person “Apartment Strategy Conference,” an “Annual Meeting,” a “Fall Meeting,” hosted in cities including San Diego, CA, Las Vegas, NV, and Washington, DC. NMHC counts among its “Chair’s Circle Sponsors” RealPage, Greystar, and more participating Lessors. Of note, NMHC “tracks market conditions through NMHC member surveys as well as data from data provider partners,” to provide “industry benchmarks” on topics including “In Place Rent Per Square Foot,” “Rent Change – New Leases,” and “Rent Change – Renewals.” RealPage has also attended Pension and Real Estate Association, Urban Land Institute, and National Apartment Association (“NAA”). Both the NAA and NMHC have hosted student housing-specific conferences and summits.

¹⁴⁶ Press Release, RealPage, *RealPage Hosts Executive Student Summit* (May 8, 2019), <https://www.realpage.com/news/realpage-hosts-executive-student-summit/> (last visited June 14, 2023).

128. RealPage also features prominently at student housing-specific industry conferences. An April 2023 post on RealPage’s blog, for example, discusses various “takeaways” from the April 2023 “Interface Student Housing Conference” in Austin, “where more than 1,000 industry professional gathered to discuss the state of the student housing industry.”¹⁴⁷ An agenda for the conference lists RealPage’s Senior Director of Research & Analysis as a featured speaker on the conference’s first day in a presentation titled “Industry Data Snapshot: What are the Numbers When it Comes to Leasing, Rental Rates and Enrollment Trends?”¹⁴⁸.

2:30 PM - 3:20 PM
(3rd Floor Ballroom E)
Industry Data Snapshot: What are the Numbers When it Comes to Leasing, Rental Rates and Enrollment Trends?
Jeff Adler, Vice President, Yardi
Carl Whitaker, Sr. Director of Research & Analysis, RealPage
Charlie Matthews, Founder & CEO, College House
Dena Costello, Vice President of Business Development & Client Services, Campus Advantage -
Moderator

129. As discussed above, RealPage advisors have regular contact with Lessors to (1) enforce price discipline and (2) keep them up to date on their competitors. Advisors help Lessors “Review pricing daily or weekly in collaboration with on-site and regional operations management,” “Monitor and report on weekly rents, occupancy and revenue trends,” and “Adjust configurations and pricing to align with your asset objectives as market conditions and business strategies change.”¹⁴⁹ In an earnings call, CFO Tom Ernst stated that they were “actively ramping” efforts to have RealPage’s sales team discuss their revenue management products with their clients.¹⁵⁰

¹⁴⁷ Carl Whitaker, *7 Takeaways from Interface Student Housing*, RealPage Analytics (April 19, 2023), available at <https://www.realpage.com/analytics/student-housing-update-1q23/> (last visited June 7, 2023).

¹⁴⁸ Agenda for 15th Annual Interface Student Housing Conference, available at <https://web.cvent.com/event/b5cd66fe-e8ad-46e5-b11b-6eaa2850bf9d/websitePage:1a8eeecbc-3ee0-4c0f-ade3-a57b46e535da> (last visited June 12, 2023).

¹⁴⁹ “RealPage AI Revenue Management”, RealPage, available at <https://www.realpage.com/asset-optimization/revenue-management/> (last visited June 14, 2023).

¹⁵⁰ RealPage, Inc. Q2 2020 Earnings Conference Call (July 30, 2020), available at <https://seekingalpha.com/article/4363523-realpages-rp-ceo-steve-winn-on-q2-2020-results->

130. Finally, RealPage prominently advertises its relationship with large student housing operators, thus ensuring that Lessor Defendants have the “courage” to adhere to higher, supracompetitive prices without fear of being undercut by their competitors—who they can be confident are often also using RealPage. For example, as discussed above, RealPage publicly touts its relationship with Defendants Campus Advantage, Cardinal Group, and the Preiss Company by way of press releases and promotional videos, and emphasizes how the use of RealPage’s pricing software has allowed these companies to price above competitive levels. Given student housing operators’ many opportunities to meet (e.g., at industry conferences), together with RealPage’s encouragement that lessors “[s]hop [their] competitors,” it is likely that lessors are aware of one another’s use of RealPage.

F. Defendants’ conduct has had extensive anticompetitive effects

1. Lessor Defendants’ use of RealPage has driven student rents to record highs

131. As discussed above, RealPage boasts openly and often about the fact that, by using its pricing software, Defendant Lessors can beat the market: RealPage has variously claimed that lessors are able to achieve “2% to 7% revenue outperformance” in the student housing market”¹⁵¹ and that “Yieldstar Student Housing has improved user revenues by 3 to 7 percent relative to the market.”¹⁵² Similarly, in a joint case study between RealPage and Lessor Defendant Campus Advantage, Campus Advantage reported outperforming the market by 14.1% “with a negative YoY occupancy change.”¹⁵³ RealPage advised property owners and potential clients: “If you want to outperform the market term after term, focus less on occupancy and more

[earnings-call-transcript?open_reset_password=true&origin=confirm_registration&utm_campaign=%7Cconfirmation_link_registration&utm_medium=email&utm_source=seeking_alpha.](#)

¹⁵¹ RealPage Press Release, *RealPage Hosts Executive Student Summit*, (May 8, 2019), <https://www.realpage.com/news/realpage-hosts-executive-student-summit/> (last visited Nov. 2, 2022).

¹⁵² *The Price is Right*, Student Housing Business (Feb. 22, 2023), available at <https://studenthousingbusiness.com/the-price-is-right/> (last visited June 14, 2023).

¹⁵³ *Student Housing: Revenue Management Case Study*, RealPage Case Studies, available at https://www.realpage.com/case-studies/campus-advantage-revenue-management-case-study/?utm_source=campus-advantage&utm_medium=bp&utm_campaign=pmi&utm_term=20181003 (last visited June 14, 2023).

on strategic lease pricing.” Campus Advantage had “below average occupancy rates,” yet still outperformed the market by double digits.

132. More broadly, prices for student housing are at record highs. As noted above, for instance, RealPage has recently noted that “Fall 2023’s annual effective rent growth towers head and shoulders above previous years, even considering last year’s substantial rebound”, with “[a]nnual effective rent growth hit[ting] 9.5% in February, the third consecutive month of 9%+ rent hikes”¹⁵⁴; indeed, “[t]he near-term outlook for the student housing industry may be at an all-time high”, with “double digit revenue growth” in the student housing industry, and “just one in 10 RealPage 175 campuses is failing to match 3% annual rent growth today, an impressive feat considering that threshold was considered outperformance not too long ago.”¹⁵⁵

¹⁵⁴ Julia Bunch, *Rent Growth Hits Another High in Fall 2023 Pre-Leasing Season*, RealPage Analytics (March 10, 2023), available at <https://www.realpage.com/analytics/rent-growth-hits-another-high-in-fall-2023-pre-leasing-season/> (last visited June 7, 2023).

¹⁵⁵ Carl Whitaker, *7 Takeaways from Interface Student Housing*, RealPage Analytics (April 19, 2023), available at <https://www.realpage.com/analytics/student-housing-update-1q23/> (last visited June 7, 2023).

133. At many schools, this “double digit” rent growth in student housing has even significantly outpaced rent growth in conventional multifamily housing in these markets.¹⁵⁶ A chart from the same post captures some of these remarkable year-over-year increases:

| Fall 2023 Rent Change: May 2023 Weighted by Monthly Change in Pre-Lease * Rent Change | Purpose-Built Rent Change |
|--|------------------------------|
| University of Arkansas | 21.5% |
| Arizona State University | 18.5% |
| Baylor University | 17.2% |
| Purdue University | 15.7% |
| University of Tennessee | 15.7% |
| University of Miami | 15.1% |
| College of Charleston | 15.1% |
| Jacksonville State University | 14.6% |
| Florida International University | 14.4% |
| University of Arizona | 13.5% |
| University of South Florida | 13.1% |
| University of New Mexico | 13.0% |
| University of North Carolina | 12.9% |
| Appalachian State University | 11.8% |
| Florida Gulf Coast University | 11.8% |

Source: RealPage Market Analytics



2. Government regulators have expressed concerns about algorithmic pricing’s effect on competition

134. Government regulators around the world have also expressed concerns about algorithmic pricing’s effect on competition.

135. Earlier this year, for example, the Principal Deputy Assistant Attorney General of the Antitrust Division for the Department of Justice stated: “Where competitors adopt the same pricing algorithms, our concern is only heightened. Several studies have shown that these algorithms can lead to tacit or express collusion in the marketplace, potentially resulting in higher prices, or at a minimum, a softening of competition.”¹⁵⁷

¹⁵⁶ Carl Whitaker, *Student Housing Rent Growth in Double Digits at Key Schools*, RealPage Analytics (June 12, 2023), available at <https://www.realpage.com/analytics/schools-outperform-rent-growth-student-housing/> (last visited June 12, 2023).

¹⁵⁷ Principal Deputy Assistant Attorney General Doha Mekki of the Antitrust Division Delivers Remarks at GCR Live: Law Leaders Global 2023, United States Department of Justice (February 2, 2023), available at <https://tinyurl.com/mrxshn2k>.

136. Similarly, while serving as acting chairman of the Federal Trade Commission, Maureen Ohlhausen explained in 2017 how multiple firms outsourcing pricing decisions to a single third-party actor—just as Lessors have done with RealPage—raises significant antitrust concerns:

What if algorithms are not used in such a clearly illegal way, but instead effectively become a clearing house for confidential pricing information? Imagine a group of competitors sub-contracting their pricing decisions to a common, outside agent that provides algorithmic pricing services. Each firm communicates its pricing strategy to the vendor, and the vendor then programs its algorithm to reflect the firm's pricing strategy. But because the same outside vendor now has confidential price strategy information from multiple competitors, it can program its algorithm to maximize industry-wide pricing. In effect, the firms themselves don't directly share their pricing strategies, but that information still ends up in common hands, and that shared information is then used to maximize market-wide prices. Again, this is fairly familiar territory for antitrust lawyers, and we even have an old fashioned term for it, the hub-and-spoke conspiracy. Just as the antitrust laws do not allow competitors to exchange competitively sensitive information directly in an effort to stabilize or control industry pricing, they also prohibit using an intermediary to facilitate the exchange of confidential business information. Let's just change the terms of the hypothetical slightly to understand why. Everywhere the word "algorithm" appears, please just insert the words "a guy named Bob". **Is it ok for a guy named Bob to collect confidential price strategy information from all the participants in a market, and then tell everybody how they should price? If it isn't ok for a guy named Bob to do it, then it probably isn't ok for an algorithm to do it either.**¹⁵⁸

137. RealPage here plays exactly that role of a guy named Bob. It collects price information from each of the Lessor Defendants, and then tells them, through use of its algorithm, how to price student housing.

3. The conspiracy has caused vulnerable students to languish while the Defendants flourished

138. The cost of attaining higher education has exploded over the 21st Century. Today, the average public university student will pay more than \$31,410 to earn a bachelor's degree.¹⁵⁹

¹⁵⁸ Maureen K. Ohlhausen, *Should We Fear The Things That Go Beep In the Night? Some Initial Thoughts on the Intersection of Antitrust law and Algorithmic Pricing*, Federal Trade Commission (May 23, 2017), https://www.ftc.gov/system/files/documents/public_statements/1220893/ohlhausen_-_concurrences_5-23-17.pdf (emphasis added).

¹⁵⁹ Melanie Hanson, "Student Loan Debt Statistics," EducationData.org, April 1, 2023, <https://educationdata.org/student-loan-debt-statistics>.

Over the past 10 years, student loan debt in the United States has more than doubled and the balance of student loan debt now totals **\$1.757 trillion**. More than 43.8 million Americans—one in five adults—is saddled with student loan debt. Rent increases account for a significant part of this debut burden; living expenses are the second-largest driver of college costs after tuition and fees.¹⁶⁰

139. Increased rent for student housing can thus burden students and their parents for years in the future as the interest rate compounds. This impacts groups who were historically denied access to higher education: Black or African American students are the most likely demographic to borrow loans for college (73.2% take on debt) and women are 9.2% more likely to need federal student loans compared to their male peers.¹⁶¹

140. It is impossible for many students to pay for the high cost of student housing without incurring debt. For example, the University of Tennessee – Knoxville estimates that housing and meals for the 2023 academic year will cost students \$11,240.¹⁶² A full-time student who attends this university and also works a minimum wage work-study job for 20 hours a week will take home about \$530 a month after taxes.

141. Students are struggling to keep up with the rising costs of attaining higher education. In 2019, one third of University of Washington students—a public university in Seattle—reported that they could not afford to eat balanced meals while attending school. One in five students said they went hungry because they sometimes or often ran out of food and could not afford more. Denzil Suite, University of Washington’s vice president for Student Life observed that, “[a]s the cost of living increases, we are seeing more cases where—in addition to the normal stresses and challenges of completing a college education—some of our students are struggling to maintain stable living situations and reliable nourishment.”¹⁶³

¹⁶⁰ *Id.*

¹⁶¹ *Id.*

¹⁶² University of Tennessee Campus Guide, available at <https://tennessee.edu/campus-guide/>.

¹⁶³ Kim Eckart, UW News, *UW Students Face Food, Housing Insecurity, Survey Shows*, (May 10, 2019) available at <https://www.washington.edu/news/2019/05/10/uw-students-face-food-housing-insecurity-survey-shows/>

142. Due to these soaring costs, the companies that manage student housing are flourishing. In 2023, the student housing industry celebrated “the theme of ultra-strong performance” as “annual rent growth hovered near its best-ever rate, just shy of 10%.”¹⁶⁴ The rent growth for Fall 2023, for example “easily claims the highest rates on record, hovering above 9% for five consecutive months.”¹⁶⁵ Meanwhile, 62.5% of American Indian or Native American students, 52% of Black or African American students, 36% of Hispanic or Latinx students, and 30% of white students reported experiencing housing insecurity as they shoulder these ever-increasing costs.¹⁶⁶

143. Perversely, high rent for student housing (and debt incurred as a result) creates a pipeline that keeps college students trapped as renters for years after they leave higher education because juggling student loan debt makes it more difficult for them to qualify for a home loan. The Federal Reserve Bank of New York estimated in 2018 that if student debt levels had stayed close to 2001 levels rather than increasing, there would be 360,000 more homeowners in America today.¹⁶⁷

144. Thus, the inflated increased costs student housing can impact students’ lives for decades—if not generations. This is especially true for students who face housing insecurity because of the high student rent costs. 72% of students who face housing insecurity consider dropping out of college, which can affect their long-term earning potential.¹⁶⁸ Those who drop

¹⁶⁴ Julia Bunch, Realpage, *Expect Another Ultra-Full Occupancy Rate in Student Housing for Fall 2023* (May 12, 2023), available at <https://www.realpage.com/analytics/student-housing-update-april-2023/>.

¹⁶⁵ *Id.*

¹⁶⁶ Glantsman O, McGarity-Palmer R, Swanson HL, Carroll JT, Zinter KE, Lancaster KM, Berardi L. Risk of food and housing insecurity among college students during the COVID-19 pandemic. *J Community Psychol.* 2022 Aug;50(6):2726-2745. doi: 10.1002/jcop.22853. Epub 2022 Apr 5. PMID: 35383949; PMCID: PMC9088266.

¹⁶⁷ Natalie Kitroeff, New York Times, *How Student Debt Can Ruin Home Buying Dreams* (May 25 2018), available at <https://www.nytimes.com/2018/05/25/business/how-student-debt-can-ruin-home-buying-dreams.html>.

¹⁶⁸ Kamaron McNair, CNBC, *20% of College Students Struggle to Find Stable Housing – Why it Could Have Long-Term Consequences* (November 30, 2022), available at <https://www.cnbc.com/2022/11/30/20percent-of-college-students-struggle-to-find-stable-housing.html>.

out of college with student debt have a worse shot at being homeowners than their peers who graduated high school but never went to college.¹⁶⁹

V. RELEVANT MARKET

145. Defendants' actions described herein constitute a single unlawful conspiracy to fix, raise, stabilize, or maintain at artificially high levels of rental costs charged for student residential real estate across the United States, and is *per se* illegal under the Sherman Act. This agreement was supported by a reciprocal exchange of competitively sensitive information through RealPage, which was a facilitating practice in furtherance of Defendants' cartel.

146. Further, because the conduct alleged here increased prices and reduced output, if the Court declines to analyze this case under the *per se* mode of analysis, the Court could analyze this case under the "quick look" mode of analysis. Under either mode of analysis, Plaintiffs are not required to prove that Defendants had market power in any defined antitrust market.

A. The relevant product market is the market for the lease of student housing real estate

147. To the extent the Court ultimately applies the "rule of reason" mode of analysis to these claims—notwithstanding the horizontal nature of the alleged conspiracy—the relevant product market is the market for the lease of student housing real estate and the relevant geographic market is the United States.

148. As discussed in detail above, from the perspective of the consumer, student housing rental apartment units are not economic substitutes for multifamily rental apartment units because, among other things, student housing properties often grant student tenants a more flexible leasing cycle that aligns with the school year, the ability to lease by the bed rather than the unit, and are often more affordable than multifamily units (since many students do not work full time). Student housing units are also not an economic substitute for apartments, condominiums, or homes for purchase because, among other reasons, purchase of real estate requires the ability to make a substantial down payment and to obtain financing.

¹⁶⁹ Melody Hahm, Yahoo!News, *How College Can Ruin Your Chances of Buying a House*, (July 29, 2016), available at <https://www.yahoo.com/news/student-loan-debt-fannie-mac-000000841.html>.

149. The student housing real estate lease market satisfies the test for market definition used by federal antitrust enforcement agencies, widely known as the “SSNIP test.” The test asks whether a hypothetical monopolist in a proffered market could profitably impose a small but significant (typically 5%), non-transitory increase in price (a “SSNIP”), without causing a sufficient number of customers to switch to other products or services such that the SSNIP would be unprofitable to the monopolist. If the SSNIP is profitable, the market is properly defined. If the SSNIP is not profitable, the market is too narrowly defined, and does not encompass sufficient economic substitutes.

150. Here, the SSNIP test is satisfied, and the market is properly defined. As described above and below, pursuant to the Lessors’ agreement not to compete on price, Lessors are able to increase “2% to 7% revenue outperformance” in the student housing market”¹⁷⁰ yet those increases have not driven enough renters out of the market such that the SSNIP has become unprofitable to Lessors.

B. Regional submarkets

151. RealPage operates a nationwide business, with offices across the country and clients in every major metropolitan area. RealPage’s revenue management software operates throughout the country in the same way, accounting for any regional variations in rental market conditions. Tenants across the country are impacted by the conspiracy facilitated by RealPage, as nationwide rental prices increase and output declines.

152. Because students live near the institutions they attend, markets for student housing are tied to those institutions. Therefore, students near a given institution do not consider student housing elsewhere (e.g., in another city or state) as an adequate substitute for a student housing lease their institution.

¹⁷⁰ Press Release, RealPage, *RealPage Hosts Executive Student Summit* (May 8, 2019), <https://www.realpage.com/news/realpage-hosts-executive-student-summit/> (last visited Nov. 2, 2022). Earlier RealPage statements corroborate this as well. For example, in a 2013 article on StudentHousingBusiness.com, Keith Dunkin, vice president of market development for YieldStar, stated that “YieldStar Student Housing has improved user revenues by 3 to 7 percent relative to the market.” *The Price is Right*, Student Housing Business (Feb. 22, 2023), available at <https://studenthousingbusiness.com/the-price-is-right/> (last visited June 14, 2023).

153. The relevant geographic submarkets here are those markets in the United States in which Defendants' conduct increases the prices paid by student lessors above competitive levels. Plaintiffs allege that Defendants' scheme harmed competition in at least the following markets, each of which compromise a separate and distinct relevant regional geographic market under any potential Rule of Reason analysis¹⁷¹:

1. Austin, TX

154. Austin is home to multiple universities, including the University of Texas at Austin, St. Edward's University, and Huston-Tillotson University. and has an estimated student population of at least 56,000 students. Defendants collectively have at least eight student housing properties in the Austin market. Specifically:

- **Greystar:** the Hilltop, Skyloft
- **B.HOM:** 21 Rio
- **DP Preiss:** Axis West, Signature 1909, The Venue on Guadalupe, Villas on Guadalupe
- **University House:** University House Austin

2. Tallahassee, FL

155. Tallahassee is home to Florida State University and Florida A&M University, and has an estimated student population of at least 55,000. Defendants collectively have at least seven student housing properties in the Tallahassee market. Specifically:

- **Greystar:** CollegeTown Madison Street
- **Cardinal Group:** NXNW, Tenn Street, The Osceola
- **Campus Advantage:** Forum Tallahassee
- **DP Preiss:** Quantum on West Call
- **University House:** University House Retreat - Tallahassee

¹⁷¹ On information and belief, both Lessor Defendants and John Doe Defendants have increased rent above supracompetitive levels in additional markets currently unknown to Plaintiffs. The information below is drawn from Defendants' websites, which list their properties in various student markets.

3. Columbia, SC

156. Columbia is home to the University of South Carolina, Benedict College, Columbia College, and Columbia International University, and has an estimated student population of at least 38,000. Defendants collectively have at least four student housing properties in the Columbia market. Specifically:

- **Cardinal Group:** Redtail on the River
- **Campus Advantage:** The Rowan
- **DP Preiss:** Greene Crossing, The Row at the Stadium

4. Knoxville, TN

157. Knoxville is home to the University of Tennessee, and has a student population of approximately 34,000 students. Defendants collectively have at least six student housing properties in the Knoxville market. Specifically:

- **B.HOM:** The Commons, The Commons on Bridge
- **Cardinal Group:** Quarry Trail, 303 Flats
- **Campus Advantage:** Slate at 901
- **DP Preiss:** Nova Knoxville

5. Eugene, OR

158. Eugene is home to Bushnell University, Lane Community College, and the University of Oregon and has an estimated student population of 29,794. Defendants collectively have at least seven student housing properties in the Eugene market. Specifically:

- **Campus Advantage:** The Soto
- **Cardinal Group:** 13th & Olive, Arena District, Ferry Street Flats, Patterson Social
- **CA Ventures:** Uncommon Eugene
- **University House:** University House Arena District

6. Auburn, AL

159. Auburn is home to Auburn University and has an estimated student population of 31,526. Defendants collectively have at least seven student housing properties in the Auburn market. Specifically:

- **BH Management Services:** The Samford Glenn Apartments
- **Campus Advantage:** The Beacon
- **Cardinal Group:** The Grove at Auburn, Logan Square, The Magnolia
- **D.P. Preiss Co.:** The Collective at Auburn, The Mill at Auburn¹⁷²

7. **Gainesville, FL**

160. Gainesville is home to Santa Fe College and the University of Florida and has an estimated student population of 74,089. Defendants collectively have at least seven student housing properties in the Gainesville market. Specifically:

- **Campus Advantage:** Lyons Corner Townhomes, Lyons Corner Apartments
- **Cardinal Group:** The Continuum, Varsity House Gainesville
- **D.P. Preiss:** Cabana Beach Gainesville
- **University House:** University House 13th Street.
- **B.HOM:** West 20.

8. **Greenville, NC**

161. Greenville is home to Eastern Carolina University and has an estimated student population of 28,055. Defendants collectively have at least four student housing properties in the Greenville market. Specifically:

- **Cardinal Group:** First Street Place
- **D.P. Preiss:** The Eastern on Tenth, Proximity at Tenth, The Boundary at West End

9. **Baton Rouge, LA**

162. Baton Rouge is home to Baton Rouge Community College and Louisiana State University and has an estimated student population of 55,668. Defendants collectively have at least seven student housing properties in the Baton Rouge market. Specifically:

- **BH Management Services:** Bristol Place Apartments
- **Campus Advantage:** Fairway View

¹⁷² <https://www.tpco.com/portfolio>

- **Cardinal Group:** The Armstrong, The Lodges at 777, The Oliver Student Living, The Villas at Riverbend
- **University House:** University House Baton Rouge

10. Champaign, IL

163. Champaign is home to Parkland College and the University of Illinois, Urbana-Champaign and has an estimated student population of 62,001. Defendants collectively have at least four student housing properties in the Champaign market. Specifically:

- Campus Advantage: 212 East
- Cardinal Group: Seven07
- CA Ventures: HERE Champaign
- B.HOM: Illini Tower

11. Athens, GA

164. Athens is home to Athens Technical College and the University of Georgia and has an estimated student population of 44,323. Defendants collectively have at least four student housing properties in the Athens market. Specifically:

- **BH Management Services:** High Ridge Apartments
- **D.P. Preiss:** The Flats at Carrs Hill, The Apartments at River Club, and The Townhomes at River Club

12. State College, PA

165. State College is home to Pennsylvania State University-Main Campus and has an estimated student population of 88,914. Defendants collectively have at least five student housing properties in the State College market. Specifically:

- **Cardinal Group:** Parkway Plaza, The Bryn, The Yards at Old State, and Tremont
- **CA Ventures:** Rise at State College.

13. College Station, TX

166. College Station is home to Texas A&M University and has an estimated student population of 72,530. Defendants collectively have at least four student housing properties in the College Station market. Specifically:

- **Campus Advantage:** The Cambridge at College Station
- **Cardinal Group:** 12 North, Stadium View
- **D.P. Preiss:** University Trails

14. **Huntsville, TX**

167. Huntsville is home to Texas State University and has an estimated student population of 21,633. Defendants collectively have at least four student housing properties in the Huntsville market.

- **Campus Advantage:** Republic at Sam Houston
- **Cardinal Group:** Midtown Sam Houston
- **D.P. Preiss:** Gateway at Huntsville and The Forum at Sam Houston

15. **Chapel Hill, NC**

168. Chapel Hill is home to the University of North Carolina at Chapel Hill, and has an estimated student population of approximately 30,000. Defendants collectively have at least four student housing properties in the Knoxville market. Specifically:

- **Cardinal Group:** Chapel Ridge
- **D.P. Preiss:** Courtyard Lofts, The Edition on Rosemary, and The Warehouse Chapel Hill

16. **Tuscaloosa, AL**

169. Tuscaloosa is home to Shelton State Community College and The University of Alabama and has an estimated student population of 43,757. Defendants collectively have at least four student housing properties in the Tuscaloosa market. Specifically:

- **Cardinal Group:** The Lofts at City Center and The Cottages at Lake Tamaha
- **CA Ventures:** Uncommon Tuscaloosa
- **University House:** University House Tuscaloosa

17. **Madison, WI**

170. Madison is home to the University of Wisconsin and has an estimated student population of 64,234. Defendants collectively have at least four student housing properties in the Madison market. Specifically:

- **Greystar:** Hub at Madison
- **Cardinal Group:** Statesider and Towers on State
- **CA Ventures:** Uncommon Madison

18. **Wilmington, NC**

171. Wilmington is home to Cape Fear Community College and University of North Carolina, Wilmington and has an estimated student population of 33,124. Defendants collectively have at least five student housing properties in the Wilmington market. Specifically:

- **CA Ventures:** Uncommon Wilmington
- **D.P. Preiss:** Platos Lofts at Randall
- **Timberline Real Estate Ventures:** CEV Wilmington
- **B.HOM:** Seahawk Retreat and Wilmington Commons

19. **San Antonio, TX**

172. San Antonio is home to Northwest Vista College, San Antonio College, and the University of Texas, San Antonio and has an estimated student population of 131,307. Defendants collectively have at least ten student housing properties in the San Antonio market. Specifically:

- **BH Management Services:** the Brookfield Apartments, Hidden Lake Apartments, Paragon Westover Hills Apartments, The Kennedy Apartments, The Woodland Apartments, and Walker Ranch Apartments
- **Campus Advantage:** Prado
- **Cardinal Group:** Copper Pointe
- **D.P. Preiss:** High View and Luxx

20. **Seattle, WA**

173. Seattle is home to the University of Washington, Seattle University, and Seattle Pacific University and has an estimated student population of 81,980. Defendants collectively have at least four student housing properties in the Seattle market. Specifically:

- **Campus Advantage:** NOLAN

- **Carmel Partners:** Ballard Yards, Hyde Square, the Apex, Kelsey, and Pacific Sunrise

21. Norman, OK

174. Norman is home to the University of Oklahoma and has an estimated student population of 29,569. Defendants collectively have at least three student housing properties in the Norman market. Specifically:

- **Cardinal Group:** Millenium
- **D.P. Preiss:** The Collective at Norman
- **University House Communities:** University House Norman

22. College Park, MD

175. College Park is home to the University of Maryland, College Park and has an estimated student population of 41,272. Defendants collectively have at least two student housing properties in the College Park market.

- **Cardinal Group and CA Ventures:** Landmark Maryland
- **B.HOM:** Terrapin Row

23. New Haven, CT

176. New Haven is home to Southern Connecticut State University and Yale University and has an estimated student population of 30,386. Defendants collectively have at least three student housing properties in the New Haven market. Specifically:

- **Cardinal Group:** College and Crown
- **B.HOM:** Howe Place Apartments and Olive and Wooster

24. West Lafayette, IN

177. West Lafayette is home to Purdue University and has an estimated student population of 50,344. Defendants collectively have at least two student housing properties in the West Lafayette market. Specifically:

- **Campus Advantage:** Launch
- **Cardinal Group:** Fuse

25. East Lansing, MI

178. East Lansing is home to Michigan State University and has an estimated student population of 50,612. Defendants collectively have at least three student housing properties in the East Lansing market. Specifically:

- **Campus Advantage:** Block 36 and Hannah Lofts
- **Cardinal Group:** 25 East

26. Bloomington, IN

179. Bloomington is home to Indiana University and has an estimated student population of 45,448. Defendants collectively have at least four student housing properties in the Bloomington market. Specifically:

- **Cardinal Group:** The Monroe
- **CA Ventures:** Evolve Bloomington
- **D.P. Preiss:** The Park on Morton
- **University House Communities:** The Fields

27. Blacksburg, VA

180. Blacksburg is home to Virginia Polytechnic Institute and State University and has an estimated student population of 37,279. Defendants collectively have at least two student housing properties in the Blacksburg market. Specifically:

- **Greystar:** Retreat at Blacksburg
- **D.P. Preiss:** Willow Creek Blacksburg

28. Greensboro, NC

181. Greensboro is home to North Carolina A&T State University and the University of North Carolina, Greensboro and has an estimated student population of 39,266. Defendants collectively have at least three student housing properties in the Greensboro market. Specifically:

- **BH Management Services:** Abbington Place Apartment Homes
- **B.HOM:** Cottages at Greensboro, Spartan Crossing

29. Arlington, TX

182. Arlington is home to The University of Texas, Arlington and has an estimated student population of 47,315. Defendants collectively have at least five student housing properties in the Arlington market. Specifically:

- **BH Management Services:** Elmsgate at Cliffside Apartments, Huntington Meadows Apartments, and Ridgewood Preserve Apartment Homes
- **Campus Advantage:** LIV+ Arlington
- **Cardinal Group:** Maverick Place

30. Louisville, KY

183. Louisville is home to the University of Louisville and Jefferson Community and Technical College and has an estimated student population of 51,056. Defendants collectively have at least five student housing properties in the Louisville market. Specifically:

- **BH Management Services:** Cooper Creek Apartments, Renaissance St. Andrews Apartment Homes, and Valley Farm Apartment Homes
- **Cardinal Group:** Avoca, Frontgate

31. Clemson, SC

184. Clemson is home to Clemson University and has an estimated student population of 27,341. Defendants collectively have at least five student housing properties in the Clemson market. Specifically:

- **Cardinal Group:** Clemson Lofts
- **D.P. Preiss:** Signature at Hartwell Village, The Collective at Clemson, and University Village at Clemson
- **University House:** University House Clemson

32. Fort Collins, CO

185. Fort Collins is home to Colorado State University and has an estimated student population of 33,001. Defendants collectively have at least two student housing properties in the Fort Collins market. Specifically:

- **Cardinal Group:** Flats at the Oval

- **B.HOM:** Stadium Apartments

33. Pullman, WA

186. Pullman is home to Washington State University and has an estimated student population of 29,843. Defendants collectively have at least two student housing properties in the Pullman market. Specifically:

- **Cardinal Group:** Grove at Pullman
- **CA Ventures:** Evolve on Main

34. Lubbock, TX

187. Lubbock is home to Texas Tech University and has an estimated student population of 48,154. Defendants collectively have at least three student housing properties in the Lubbock market. Specifically:

- **Cardinal Group:** Bloc, Park East
- **D.P. Preiss:** The Collective at Lubbock

VI. FRAUDULENT CONCEALMENT

188. Defendants actively concealed their conduct, including the extent of their information exchange, and Plaintiffs and members of the Class did not and could not have discovered Defendants' anticompetitive conduct. Plaintiffs and members of the Class had neither actual nor constructive knowledge of the facts constituting their claim for relief. Plaintiffs and members of the Class did not discover, and could not have discovered through the exercise of reasonable diligence, the existence of the conspiracy alleged herein until shortly before filing this complaint. Defendants engaged in anticompetitive conduct, including secret information exchange and other communications, that did not reveal facts that would put Plaintiffs or members of the Class on inquiry notice that there was an anticompetitive agreement related to the market for student housing. Throughout the Class Period, Defendants effectively, affirmatively, and fraudulently concealed their anticompetitive agreement from Plaintiffs and class members.

189. Not until recently was the conduct of Defendants, including the actions of RealPage, widely known or reported. Only after the recent publication in October 2022 of an

article in ProPublica was there a comprehensive presentation of the full scope of the confidential services that RealPage provides to its clients in the real estate industry.

VII. CLASS ACTION ALLEGATIONS

190. Plaintiffs bring this action on behalf of themselves and all others similarly situated pursuant to Federal Rules of Civil Procedure 23(a) and 23(b)(3) as representatives of the Class, which is defined as follows:

All persons and entities in the United States that leased student housing in the United States from a Lessor that used RealPage's pricing software programs, or from a division, subsidiary, predecessor, agent, or affiliate of such Lessor, at any time during the period of January 1, 2010 until the Defendants' unlawful conduct and its anticompetitive effects cease to persist.

191. The Class is so numerous that joinder of all members in this action is impracticable. There are thousands of members in the proposed Class.

192. Plaintiffs' claims are typical of those of the Class.

193. Plaintiffs and members of the Class were all injured by the same unlawful conduct, which resulted in all of them paying more for leases than they otherwise would have in a competitive market.

194. Plaintiffs will fairly and adequately protect and represent the interests of the Class. The interests of the Plaintiffs are not antagonistic to the Class.

195. Questions of law and fact common to the members of the Class will predominate over questions, if any, that may be individual to individual class members, since the Defendants have acted and refused to act on grounds generally applicable to the Class.

196. Questions of law and fact common to the Class include:

- a. Whether Defendants have entered into a formal or informal contract, combination, conspiracy, or common understanding to artificially inflate price and/or artificially suppress supply of student housing real estate leases from competitive levels;
- b. If Defendants entered into such a formal or informal contract, combination, conspiracy, or common understanding, whether that conduct violates Section 1 of the Sherman Act under the *per se*, quick look, or rule of reason modes of analysis;

- c. If Defendants entered into such a formal or informal contract, combination, conspiracy, or common understanding, whether that conduct has in fact artificially inflated price and/or artificially suppressed supply of student housing real estate leases from competitive levels;
- d. The proper measure of damages; and
- e. The contours of appropriate injunctive relief to remediate the anticompetitive effects of the challenged conduct in the future.

197. Plaintiffs and members of the Class are represented by counsel who are experienced and competent in the prosecution of complex antitrust and unfair competition class actions.

198. Class action treatment is the superior method for the fair and efficient adjudication of the controversy in that, among other things, such treatment will permit a large number of similarly situated persons or entities to prosecute their common claims in a single forum simultaneously, efficiently, and without the unnecessary duplication of effort and expense that numerous individual actions would engender. The benefits of proceeding through the class mechanism, including providing injured persons or entities with a method of obtaining redress for claims that might not be practicable for them to pursue individually, substantially outweigh any difficulties that may arise in the management of this class action.

VIII. CLAIMS FOR RELIEF

FIRST CLAIM FOR RELIEF

VIOLATION OF SECTION 1 OF THE SHERMAN ACT FOR AGREEMENT IN RESTRAINT OF TRADE 15 U.S.C. § 1

**(On behalf of nationwide class for injunctive and
equitable relief and compensatory damages)**

199. Plaintiffs incorporate and reallege, as though fully set forth herein, each and every allegation set forth in the preceding paragraphs of this Complaint.

200. Beginning at a time currently unknown to Plaintiffs and members of the Class, Defendants and their Co-Conspirators formed a cartel to artificially inflate the price of and artificially decrease the supply and output of student housing leases.

201. Defendants' cartel has caused the Plaintiffs and members of the Class to suffer overcharge damages.

202. There are no procompetitive justifications for the Defendants' cartel, and any proffered justifications, to the extent legitimate, could have been achieved through less restrictive means.

203. The Defendants' cartel is unlawful under a per se mode of analysis. In the alternative, the Defendants' cartel is unlawful under either a quick look or rule of reason mode of analysis.

SECOND CLAIM FOR RELIEF

VIOLATION OF SECTION 1 OF THE SHERMAN ACT FOR CONSPIRACY TO EXCHANGE COMPETITIVE INFORMATION 15 U.S.C. § 1

(On behalf of nationwide class for injunctive and equitable relief and compensatory damages)

204. Plaintiffs incorporate and reallege, as though fully set forth herein, each and every allegation set forth in the preceding paragraphs of this Complaint.

205. Beginning at a time currently unknown to Plaintiffs and members of the Class, Defendants and their co-conspirators entered into a continuing agreement to regularly exchange detailed, timely, competitively sensitive and non-public information about their operations. This agreement is an unreasonable restraint of trade in violation of Section 1 of the Sherman Act, 15 U.S.C. § 1.

206. Defendants' acts in furtherance of their combination or conspiracy were authorized, ordered, or done by their officers, agents, employees, or representatives while actively engaged in the management of Defendants' affairs.

207. Defendants' anticompetitive acts involved United States domestic commerce and import commerce, and had a direct, substantial, and foreseeable effect on interstate commerce by

raising and fixing prices for student housing leases throughout the United States, including discrete geographic submarkets in college towns.

208. The relevant product market is the market for the lease of student housing real estate and the relevant geographic market is the United States, including discrete geographic submarkets in college towns including Seattle, Washington; Eugene, Oregon; Tucson, Arizona; Salt Lake City, Utah; Ann Arbor, Michigan; Columbus, Ohio; and Gainesville, Florida.

209. Defendants could impose an increase in the price of student housing they controlled collectively without causing many consumers to switch their purchases to another lease. Student leases constitute a unique product market.

210. The information regularly exchanged by Defendants pursuant to the agreement has consisted of detailed, competitively sensitive and non-public information about current and future pricing plans regarding leasing.

211. Defendants' regular information exchanges through RealPage reflected concerted action between horizontal competitors in the market for leases for student housing.

212. When Defendants that are competing for the same consumers exchange competitive information, it reduces the incentives to compete on price. Furthermore, the RealPage's algorithmic pricing specifically encouraged Defendants to adhere to a common pricing system that kept prices artificially high while artificially suppressing output. This strategic information exchange, as well as the RealPage's pricing recommendations based off the information exchange, was a material factor in Defendants' decisions to inflate the prices that Plaintiffs and members of the Class paid during the Class Period.

213. Defendants' unlawful agreements to exchange, and the actual exchanges of nonpublic, timely, and detailed data were not reasonably necessary to further any procompetitive purpose.

214. The information-exchange agreement has had the effect of (1) reducing and suppressing competition among Defendants in the market for leases for student housing, and (2) inflating the prices for leases during the Class Period.

215. As a result of Defendants' unlawful conduct, Plaintiffs and members of the Class have been harmed by being forced to pay inflated, supracompetitive prices for leases.

216. As a direct and proximate result of Defendants' anticompetitive conduct, Plaintiffs and members of the Class have been injured in their business or property and will continue to be injured in their business and property by paying more for leases than they would have paid and will pay in the absence of the conspiracy.

THIRD CLAIM FOR RELIEF
VIOLATION OF STATE ANTITRUST STATUTES
(On behalf of Plaintiffs and the Class)

217. Plaintiffs repeat and reiterate the allegations set forth above as if fully set forth herein, and each of the state-specific causes of action described below incorporates the allegations as if fully set forth therein.

218. During the Class Period, Defendants and their co-conspirators entered and engaged in a contract, combination, or conspiracy to fix, raise, stabilize or maintain at artificially high levels, the rents they charge for student housing leases in various states to unreasonably restrain trade and commerce in violation of the various state antitrust laws set forth below.

219. In formulating and effectuating this conspiracy, Defendants and their co-conspirators performed acts in furtherance of the combination and conspiracy, including: agreeing to fix, increase, maintain, or stabilize student housing leases at artificially high levels which injured Plaintiffs and members of the Class; exchange of competitively sensitive information between and among Defendants; and participating in meetings and trade association conversations among themselves in the United States and elsewhere to implement, adhere to, and police the unlawful agreements they reached.

220. Defendants and their co-conspirators engaged in actions described above for the purpose of carrying out their unlawful agreements to fix, increase, maintain, or stabilize prices of

rents for student housing leases at artificially high levels. As a direct and proximate result of Defendants' conduct, Plaintiffs and members of the Class were deprived of free and open competition and paid more to rent their apartments than they otherwise would have in the absence of Defendants' unlawful conduct. This injury is of the type the antitrust laws of the below states were designed to prevent and flows from that which makes Defendants' conduct unlawful.

221. In addition, Defendants have profited significantly from the conspiracy. Defendants' profits derived from their anticompetitive conduct come at the expense of and to the detriment of Plaintiffs and members of the Class.

222. Accordingly, Plaintiffs and the members of the Class in each of the following jurisdictions seek damages (including statutory damages where applicable), to be trebled or otherwise increased as permitted by each particular jurisdiction's antitrust law, and costs of suit, including reasonable attorneys' fees, to the extent permitted by the following state laws.

223. Defendants' anticompetitive acts described above were knowing and willful and constitute violations of the following state antitrust statutes.

224. **ALABAMA:** Defendants entered into an unlawful agreement to restrain trade in the State of Alabama in violation of Ala. Code § 6-5-60, et seq. Due to Defendants' unlawful conduct, (1) price competition for rentals was restrained, suppressed, and eliminated throughout Alabama; (2) price of residential rental units in the State of Alabama were raised, fixed, maintained, stabilized at artificially high levels; and (3) individuals have been deprived of free and open competition. Defendants' conspiracy substantially affected Alabama commerce and accordingly, Plaintiffs and the members of the Class seek all forms of relief available under Al. Code § 6-5-60, et seq.

225. **ALASKA:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Alaska Stat. § 45.50.562 et seq. Defendants' conspiracies had the following effects: (1) price competition for rentals was restrained, suppressed, and eliminated throughout Alaska; (2) price of residential rental units in the State of Alaska were raised, fixed, maintained, stabilized at artificially high levels; and (3) individuals have been deprived of free and open competition. During the Class Period, Defendants' illegal conduct substantially affected Alaska commerce. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under Alaska Stat. § 45.50.562 et seq.

226. **ARIZONA:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Ariz. Rev. Stat. §44-1401, et seq. Defendants' conspiracies had the following effects: (1) price competition for rentals was restrained, suppressed, and eliminated throughout Arizona; (2) price of residential rental units in the State of Arizona were raised, fixed, maintained, stabilized at artificially high levels; and (3) individuals have been deprived of free and open competition. During the Class Period, Defendants' illegal conduct substantially affected Arizona commerce. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under Ariz. Rev. Stat. §44-1401, et seq.

227. **CALIFORNIA:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Cal. Bus. & Prof. Code §16700, et seq. During the Class Period, Defendants and their co-conspirators entered into and engaged in a continuing unlawful trust in restraint of the trade and commerce. Each defendant has acted in violation of Cal. Bus. & Prof. Code §16720 to fix, raise, stabilize, and maintain prices of residential apartment rentals at supracompetitive levels. The violations of Cal. Bus. & Prof. Code §16720 consisted, without limitation, of a continuing unlawful trust and concert of action among Defendants and their co-conspirators, the substantial terms of which were to fix, raise, maintain, and stabilize the prices

of residential apartment units. For the purpose of forming and effectuating the unlawful trust, Defendants and their coconspirators have done those things which they combined and conspired to do, including, but not limited to, the acts, practices and course of conduct set forth above, and creating a price floor, fixing, raising, and stabilizing the price of residential rentals. Defendants' conspiracies had the following effects: (1) price competition for rentals was restrained, suppressed, and eliminated throughout California; (2) price of residential rental units in the State of California were raised, fixed, maintained, stabilized at artificially high levels; and (3) individuals have been deprived of free and open competition. As a result of Defendants' violation of Cal. Bus. & Prof. Code §16720, Plaintiffs and members of the Class seek treble damages and their cost of suit, including a reasonable attorneys' fee, pursuant to Cal. Bus. & Prof. Code §16750(a).

228. **DISTRICT OF COLUMBIA:** Defendants' actions have violated D.C. Code §28-4501, et seq. Defendants' combinations or conspiracies had the following effects: (1) competition in the residential rental apartment market was restrained, suppressed, and eliminated throughout the District of Columbia; (2) residential apartment prices were raised, fixed, maintained, and stabilized at artificially high levels throughout the District of Columbia; (3) Plaintiffs and members of the Class, including those who resided in the District of Columbia and rented an apartment in the District of Columbia, paid supracompetitive, artificially inflated prices for their rentals, including in the District of Columbia. During the Class Period, Defendants' illegal conduct substantially affected commerce in the District of Columbia. By reason of the foregoing, Defendants have entered into agreements in restraint of trade in violation of D.C. Code §28-4501, et seq. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under D.C. Code §28-4501, et seq.

229. **FLORIDA:** Defendants have violated the Fl. Stat. §§ 542.15 et seq. through their anticompetitive actions. Through their actions and actions of co-conspirators, rents of residential units in the State of Florida were raised, fixed, maintained, and stabilized at artificially high level, thereby injuring Plaintiffs and the Class. Throughout the Class Period, competition in the residential rental apartment market was restrained, suppressed, and eliminated throughout Florida. Plaintiffs and members of the Class, including those who resided and rented an apartment in the State of Florida, paid supracompetitive, artificially inflated prices for their rentals. During the Class Period, Defendants' illegal conduct substantially affected commerce in Florida. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under Fl. Stat. §§ 542.15.

230. **GEORGIA:** Defendants have entered into an unlawful agreement in restraint of trade in violation of O.C.G. § 13-8-2.1, et seq. Defendants' combinations or conspiracies had the following effects: (1) competition in residential rental market was restrained, suppressed, and eliminated throughout Georgia; (2) residential rental prices were raised, fixed, maintained and stabilized at artificially high levels throughout Georgia. During the Class Period, Defendants' illegal conduct substantially affected Georgia commerce. By reason of the foregoing, Defendants have entered into agreements in restraint of trade in violation of O.C.G. § 13-8-2.1. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under O.C.G. § 13-8-2.1, et seq.

231. **HAWAII:** Defendants have violated Haw. Rev. Stat. Ann. § 480-1, et seq., through their actions. See Haw. Rev. Stat. Ann. §§ 480-4, 480-13. Through Defendants' actions and the actions of their co-conspirators, rents of residential units in the State of Hawaii were raised, fixed, maintained, and stabilized at artificially high levels, thereby injuring Plaintiffs and the Class. Throughout the Class Period, competition in the residential rental apartment market

was restrained, suppressed, and eliminated throughout Hawaii. Plaintiffs and members of the Class, including those who resided in the State of Hawaii and rented an apartment in Hawaii, paid supracompetitive, artificially inflated prices for their rentals. During the Class Period, Defendants' illegal conduct substantially affected commerce in Hawaii. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under Haw. Rev. Stat. Ann. § 480-1, et seq.

232. **IDAHO:** Defendants have violated the Idaho Code § 48-101 et seq. through their anticompetitive actions. Through their actions and actions of co-conspirators, rents of residential units in the State of Idaho were raised, fixed, maintained, and stabilized at artificially high level, thereby injuring Plaintiffs and the Class. Throughout the Class Period, competition in the residential rental apartment market was restrained, suppressed, and eliminated throughout Idaho. Plaintiffs and members of the Class, including those who resided in the State of Idaho and rented an apartment in Idaho, paid supracompetitive, artificially inflated prices for their rentals. During the Class Period, Defendants' illegal conduct substantially affected commerce in Idaho. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under Idaho Code § 48-101 et seq.

233. **ILLINOIS:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Section 740 ILCS 10/1, et seq. Defendants' combinations or conspiracies had the following effects: (1) competition in residential rental market was restrained, suppressed, and eliminated throughout Illinois; (2) residential rental prices were raised, fixed, maintained and stabilized at artificially high levels throughout Illinois. During the Class Period, Defendants' illegal conduct substantially affected Illinois commerce. By reason of the foregoing, Defendants have entered into agreements in restraint of trade in violation of Section 740 ILCS 10/1, et seq.

Accordingly, Plaintiffs and members of the Class seek all forms of relief available under Section 740 ILCS 10/1, et seq.

234. **INDIANA:** Defendants violated the Indiana Code, §§ 24-1-1-1, et seq.; 24-1-2-1, et seq.; and 24-1-3-1, et seq. by entering into unlawful agreement in restraint of trade in the State of Indiana. Specifically, Defendants' combinations or conspiracies detrimentally affected the competition in the Indiana residential rental market by restraining, suppressing, and eliminating competition. Further, Defendants' unlawful conduct raised, fixed, maintained, and stabilized rents in Indiana at artificially high levels. During the Class Period, Defendants' illegal conduct substantially affected Indiana commerce. Accordingly, Plaintiffs and Members of the Class seek all relief available under Indiana Code §§ 24-1-1-1, et seq.; 24-1-2-1, et seq.; and 24-1-3-1, et seq.

235. **IOWA:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Iowa Code §§ 553.1, et seq. Defendants' combinations or conspiracies had the following effects: (1) competition in residential rental market was restrained, suppressed, and eliminated throughout Iowa; (2) residential rental prices were raised, fixed, maintained and stabilized at artificially high levels throughout Iowa. During the Class Period, Defendants' illegal conduct substantially affected Iowa commerce. By reason of the foregoing, Defendants have entered into agreements in restraint of trade in violation of Iowa Code §553.1, et seq. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under Iowa Code §553.1, et seq.

236. **KANSAS:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Kan. Stat. §50-101, et seq. Defendants' combinations or conspiracies had the following effects: (1) price competition for rentals was restrained, suppressed, and eliminated throughout Kansas; (2) price of residential rental units in the State of Kansas were raised, fixed,

maintained, stabilized at artificially high levels; and (3) individuals have been deprived of free and open competition. During the Class Period, Defendants' illegal conduct substantially affected Kansas commerce. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under Kan. Stat. §50-101, et seq.

237. **LOUISIANA:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Louisiana Revised Statutes § 51:121, et seq. Defendants' combinations or conspiracies had the following effects: (1) price competition for rentals was restrained, suppressed, and eliminated throughout Louisiana; (2) price of residential rental units in the State of Louisiana were raised, fixed, maintained, stabilized at artificially high levels; and (3) individuals have been deprived of free and open competition. During the Class Period, Defendants' illegal conduct substantially affected Louisiana commerce. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under Louisiana Revised Statutes § 51:121, et seq.

238. **MAINE:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Me. Rev. Stat. Ann. tit. 10, § 1101. Defendants' combinations or conspiracies had the following effects: (1) competition in the Maine residential rental market was restrained, suppressed, and eliminated; (2) rental prices for Maine residential units were raised, fixed, maintained, and stabilized at artificially high levels. During the Class Period, Defendants' illegal conduct substantially affected Maine commerce. Accordingly, Plaintiffs and members of the Class seek all relief available under Me. Rev. Stat. Ann. tit. 10, § 1104.

239. **MARYLAND:** Defendants violated the Md. Code, Com. Law §§ 11-201, et seq. by entering into unlawful agreement in restraint of trade in the State of Maryland. Specifically, Defendants' combinations or conspiracies detrimentally affected the competition in the Maryland residential rental market by restraining, suppressing, and eliminating competition. Further,

Defendants' unlawful conduct raised, fixed, maintained, and stabilized rents in Maryland at artificially high levels. During the Class Period, Defendants' illegal conduct substantially affected Maryland commerce. Accordingly, Plaintiffs and Members of the Class seek all relief available under Md. Code, Com. Law §§ 11-201, et seq.

240. **MASSACHUSETTS:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Mass. Antitrust Act: Ch. 93 §§1, et seq. Defendants' combinations or conspiracies had the following effects: (1) competition in the Massachusetts residential rental market was restrained, suppressed, and eliminated; (2) Massachusetts residential rental prices were raised, fixed, maintained, and stabilized at artificially high levels. During the Class Period, Defendants' illegal conduct substantially affected Massachusetts commerce. Accordingly, Plaintiffs and members of the Class seek all relief available under Mass. Antitrust Act: Ch. 93 §§1, et seq.

241. **MICHIGAN:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Mich. Comp. Laws §445.771, et seq. Defendants' combinations or conspiracies had the following effects: (1) competition in the residential rental market was restrained, suppressed, and eliminated throughout Michigan; (2) residential rental prices were raised, fixed, maintained, and stabilized at artificially high levels throughout Michigan. During the Class Period, Defendants' illegal conduct substantially affected Michigan commerce. Accordingly, Plaintiffs and members of the Class seek all relief available under Mich. Comp. Laws §445.771, et seq.

242. **MINNESOTA:** Defendants have violated the Minn. Stat. §325D.49, et seq. through their anticompetitive actions. Through their actions and actions of co-conspirators, rents of residential units in the State of Minnesota were raised, fixed, maintained, and stabilized at artificially high level, thereby injuring Plaintiffs and the Class. Throughout the Class Period,

competition in the residential rental apartment market was restrained, suppressed, and eliminated throughout Minnesota. Plaintiffs and members of the Class, including those who resided in the State of Minnesota and rented an apartment there, paid supracompetitive, artificially inflated prices for their rentals. During the Class Period, Defendants' illegal conduct substantially affected commerce in Minnesota. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under Minn. Stat. §325D.49, et seq.

243. **MISSISSIPPI:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Miss. Code §75-21-1, et seq. Defendants' combinations or conspiracies had the following effects: (1) competition in the residential rental market was restrained, suppressed, and eliminated throughout Mississippi; (2) residential rental prices were raised, fixed, maintained, and stabilized at artificially high levels throughout Mississippi. During the Class Period, Defendants' illegal conduct substantially affected Mississippi commerce. Accordingly, Plaintiffs and members of the Class seek all relief available under Miss. Code §75-21-1, et seq.

244. **MISSOURI:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Mo. Rev. Stat. § 416.011, et seq. Defendants' combinations or conspiracies had the following effects: (1) competition in the residential rental market was restrained, suppressed, and eliminated throughout Missouri; (2) residential rental prices were raised, fixed, maintained, and stabilized at artificially high levels throughout Missouri. During the Class Period, Defendants' illegal conduct substantially affected Missouri commerce. Accordingly, Plaintiffs and members of the Class seek all relief available under Mo. Rev. Stat. § 416.011, et seq.

245. **MONTANA:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Montana Code Ann. § 30-14-201, et seq. See also Montana Code Ann. § 30-

14-205. Specifically, Defendants' combinations or conspiracies detrimentally affected the competition in the Montana residential rental market by restraining, suppressing, and eliminating competition. Further, Defendants' unlawful conduct raised, fixed, maintained, and stabilized rents in Montana at artificially high levels. During the Class Period, Defendants' illegal conduct substantially affected Montana commerce. Accordingly, Plaintiffs and Members of the Class seek all relief available under Montana Code Ann. § 30-14-201, et seq.

246. **NEBRASKA:** Defendants restrained trade and commerce in the State of Nebraska by entering into an unlawful agreement in violation of Neb. Rev. Stat. §59-801, et seq. Defendants' combinations or conspiracies had the following effects: (1) competition in the residential rental market was restrained, suppressed, and eliminated throughout Nebraska; (2) residential rental prices were raised, fixed, maintained, and stabilized at artificially high levels throughout Nebraska. During the Class Period, Defendants' illegal conduct substantially affected Nebraska commerce. Accordingly, Plaintiffs and members of the Class seek all relief available under Neb. Rev. Stat. §59-801, et seq.

247. **NEW HAMPSHIRE:** Defendants have entered into an unlawful agreement in restraint of trade in violation of New Hampshire Revised Statutes Ann. §356:1. Specifically, Defendants' combinations or conspiracies detrimentally affected the competition in the New Hampshire residential rental market by restraining, suppressing, and eliminating competition. Further, Defendants' unlawful conduct raised, fixed, maintained, and stabilized rents in New Hampshire at artificially high levels. During the Class Period, Defendants' illegal conduct substantially affected Indiana commerce. Accordingly, Plaintiffs and Members of the Class seek all relief available under New Hampshire Revised Statutes §356:1, et seq.

248. **NEW JERSEY:** Defendants restrained trade and commerce in the State of New Jersey by entering into an unlawful agreement in violation of NJ Rev. Stat, § 56:9-1, et seq.

Defendants' combinations or conspiracies had the following effects: (1) competition in the residential rental market was restrained, suppressed, and eliminated throughout New Jersey; (2) residential rental prices were raised, fixed, maintained, and stabilized at artificially high levels throughout New Jersey. During the Class Period, Defendants' illegal conduct substantially affected New Jersey commerce. Accordingly, Plaintiffs and members of the Class seek all relief available under NJ Rev. Stat. § 56:9-1, et seq.

249. **NEW MEXICO:** Defendants violated the New Mexico Statutes Annotated § 57-1-1, et seq. by entering into unlawful agreement in restraint of trade in the State of New Mexico. Specifically, Defendants' combinations or conspiracies detrimentally affected the competition in the New Mexico residential rental market by restraining, suppressing, and eliminating competition. Further, Defendants' unlawful conduct raised, fixed, maintained, and stabilized rents in New Mexico at artificially high levels. During the Class Period, Defendants' illegal conduct substantially affected commerce in New Mexico. Accordingly, Plaintiffs and Members of the Class seek all relief available under New Mexico Statutes Annotated § 57-1-1, et seq.

250. **NEW YORK:** Defendants have entered into an unlawful agreement in restraint of trade in violation of New York Gen. Bus. L. § 340, et seq. Defendants' combinations or conspiracies had the following effects: (1) competition in the residential rental market was restrained, suppressed, and eliminated throughout New York; (2) residential rental prices were raised, fixed, maintained, and stabilized at artificially high levels throughout New York. During the Class Period, Defendants' illegal conduct substantially affected New York commerce. The conduct set forth above is a per se violation of the Donnelly Act, § 340, et seq. Accordingly, Plaintiffs and members of the Class seek all relief available under New York Gen. Bus. L. § 340, et seq.

251. **NORTH CAROLINA:** Defendants have entered into an unlawful agreement in restraint of trade in violation of North Carolina General Statutes § 75-1, et seq. Defendants' combinations or conspiracies had the following effects: (1) competition in the residential rental market was restrained, suppressed, and eliminated throughout North Carolina; (2) residential rental prices were raised, fixed, maintained, and stabilized at artificially high levels throughout North Carolina. During the Class Period, Defendants' illegal conduct substantially affected North Carolina commerce. Accordingly, Plaintiffs and members of the Class seek all relief available under North Carolina General Statutes § 75-1, et seq.

252. **NORTH DAKOTA:** Defendants' actions have violated the N.D. Cent. Code §51-08.1-01, et seq. through their anticompetitive actions. Through their actions and actions of co-conspirators, rents of residential units in the State of North Dakota were raised, fixed, maintained, and stabilized at artificially high level, thereby injuring Plaintiffs and the Class. Throughout the Class Period, competition in the residential rental apartment market was restrained, suppressed, and eliminated throughout North Dakota. Plaintiffs and members of the Class, including those who resided in the State of North Dakota and rented an apartment there, paid supracompetitive, artificially inflated prices for their rentals. During the Class Period, Defendants' illegal conduct substantially affected commerce in North Dakota. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under N.D. Cent. Code §51-08.1-01, et seq.

253. **OHIO:** Defendants violated the Ohio Rev. Code §§1331:01, et seq. by entering into unlawful agreement in restraint of trade in the State of Ohio. Specifically, Defendants' combinations or conspiracies detrimentally affected the competition in the Ohio residential rental market by restraining, suppressing, and eliminating competition. Further, Defendants' unlawful conduct raised, fixed, maintained, and stabilized rents in Ohio at artificially high levels. During

the Class Period, Defendants' illegal conduct substantially affected commerce in Ohio.

Accordingly, Plaintiffs and Members of the Class seek all relief available under Ohio Rev. Code §§1331:01, et seq.

254. **OKLAHOMA:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Oklahoma Antitrust Reform Act Tit. 79 §§ 201, et seq. Defendants' combinations or conspiracies had the following effects: (1) competition in the Oklahoma residential rental market was restrained, suppressed, and eliminated; (2) Oklahoma residential rental prices were raised, fixed, maintained, and stabilized at artificially high levels. During the Class Period, Defendants' illegal conduct substantially affected Oklahoma commerce. Accordingly, Plaintiffs and members of the Class seek all relief available under Oklahoma Antitrust Reform Act Tit. 79 § 201, et seq.

255. **OREGON:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Or. Rev. Stat. § 646.725, et seq. Defendants' combinations or conspiracies had the following effects: (1) price competition for rentals was restrained, suppressed, and eliminated throughout Oregon; (2) price of residential rental units in the State of Oregon were raised, fixed, maintained, stabilized at artificially high levels; and (3) individuals have been deprived of free and open competition. During the Class Period, Defendants' illegal conduct substantially affected Oregon commerce. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under Or. Rev. Stat. § 646.725, et seq.

256. **PENNSYLVANIA:** Defendants have violated the Pennsylvania Unfair Trade Practices and Consumer Protection Law, 73 Pa. Stat. Ann. § 201-1, et seq., through their actions. Defendants engaged in unfair trade practice that artificially raised, fixed, maintained, and stabilized rent prices for residential units in Pennsylvania. Throughout the Class Period, competition in the residential rental apartment market was restrained, suppressed, and eliminated

throughout Pennsylvania. Plaintiffs and members of the Class, including those who resided in Pennsylvania and rented an apartment there, paid artificially inflated prices for their residential units. During the Class Period, Defendants' illegal conduct substantially affected commerce in Pennsylvania. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under 73 Pa. Stat. Ann. § 201-1, et seq.

257. **SOUTH CAROLINA:** Defendants' have violated the antitrust laws of South Carolina, S.C. Code Ann. § 39-3-10, et seq., through their anticompetitive actions. Through Defendants' actions and the actions of their co-conspirators, rents of residential units in the State of South Carolina were raised, fixed, maintained, and stabilized at artificially high levels, thereby injuring Plaintiffs and the Class. Throughout the Class Period, competition in the market for residential units was restrained, suppressed, and eliminated throughout South Carolina. Plaintiffs and members of the Class, including those who resided in the State of South Carolina and rented residential units there, paid supracompetitive, artificially inflated prices for their rentals. During the Class Period, Defendants' illegal conduct substantially affected commerce in South Carolina. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under S.C. Code Ann. § 39-3-10, et seq.

258. **SOUTH DAKOTA:** Defendants have violated the South Dakota Codified Laws § 37-1-3.1, et seq. through their anticompetitive actions. Through their actions and actions of co-conspirators, rents of residential units in the State of South Dakota were raised, fixed, maintained, and stabilized at artificially high level, thereby injuring Plaintiffs and the Class. Throughout the Class Period, competition in the residential rental apartment market was restrained, suppressed, and eliminated throughout South Dakota. Plaintiffs and members of the Class, including those who resided in the State of South Dakota and rented an apartment there, paid supracompetitive, artificially inflated prices for their rentals. During the Class Period,

Defendants' illegal conduct substantially affected commerce in South Dakota. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under South Dakota Codified Laws § 37-1-3.1, et seq.

259. **TENNESSEE:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Tenn. Code Ann. §47-25-101, et seq. Defendants' combinations or conspiracies had the following effects: (1) price competition for rentals was restrained, suppressed, and eliminated throughout Tennessee; (2) price of residential rental units in the State of Tennessee were raised, fixed, maintained, stabilized at artificially high levels; and (3) individuals have been deprived of free and open competition. During the Class Period, Defendants' illegal conduct substantially affected commerce in Tennessee. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under Tenn. Code Ann. §47-25-101, et seq.

260. **UTAH:** Defendants violated the Utah Code Annotated § 76-10-3101, et seq. by entering into unlawful agreement in restraint of trade in the State of Utah. Specifically, Defendants' combinations or conspiracies detrimentally affected the competition in the Utah residential rental market by restraining, suppressing, and eliminating competition. Further, Defendants' unlawful conduct raised, fixed, maintained, and stabilized rents in Utah at artificially high levels. During the Class Period, Defendants' illegal conduct substantially affected commerce in Utah. Accordingly, Plaintiffs and Members of the Class seek all relief available under Utah Code Annotated § 76-10-3101, et seq.

261. **VERMONT:** Defendants have entered into an unlawful agreement in restraint of trade in violation of 9 Vermont Stat. Ann. § 2453, et seq. Defendants' combinations or conspiracies had the following effects: : (1) price competition for rentals was restrained, suppressed, and eliminated throughout Vermont; (2) price of residential rental units in Vermont

were raised, fixed, maintained, stabilized at artificially high levels; and (3) individuals have been deprived of free and open competition. During the Class Period, Defendants' illegal conduct substantially affected commerce in the State of Vermont. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under 9 V.S.A. § 2465, et seq.

262. **VIRGINIA:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Virginia Antitrust Act: 59.1-9.1, et seq. Defendants' combinations or conspiracies had the following effects: (1) price competition for rentals was restrained, suppressed, and eliminated throughout Virginia; (2) price of residential rental apartments were raised, fixed, maintained, stabilized at artificially high levels throughout Virginia; and (3) individuals have been deprived of free and open competition. During the Class Period, Defendants' illegal conduct substantially affected commerce in the State of Virginia. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under Virginia Antitrust Act: 59.1-9.1, et seq.

263. **WASHINGTON:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Wash. Rev. Code Ann. § 19.86.010, et seq. See Wash. Rev. Code Ann. § 19.86.030. Defendants' combinations or conspiracies had the following effects: (1) price competition for residential units was restrained, suppressed, and eliminated throughout Washington; (2) price of residential units were raised, fixed, maintained, stabilized at artificially high levels throughout Washington; and (3) individuals have been deprived of free and open competition for residential units. During the Class Period, Defendants' illegal conduct substantially affected commerce in the State of Washington. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under Wash. Rev. Code Ann. § 19.86.010, et seq.

264. **WEST VIRGINIA:** Defendants have violated the West Virginia Code § 47-18-3, et seq. through their anticompetitive actions. Through their actions and actions of co-conspirators, rents of residential units in West Virginia were raised, fixed, maintained, and stabilized at artificially high level, thereby injuring Plaintiffs and the Class. Throughout the Class Period, competition in the residential rental apartment market was restrained, suppressed, and eliminated throughout West Virginia. Plaintiffs and members of the Class, including those who resided in the State of West Virginia and rented an apartment there, paid supracompetitive, artificially inflated prices for their rentals. During the Class Period, Defendants' illegal conduct substantially affected commerce in West Virginia. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under West Virginia Code § 47-18-3, et seq.

265. **WISCONSIN:** Defendants have entered into an unlawful agreement in restraint of trade in violation of Wis. Stat. §133.01, et seq. Defendants' combinations or conspiracies had the following effects: (1) price competition for rentals was restrained, suppressed, and eliminated throughout Wisconsin; (2) price of residential rental apartments were raised, fixed, maintained, stabilized at artificially high levels throughout Wisconsin; and (3) individuals have been deprived of free and open competition. During the Class Period, Defendants' illegal conduct substantially affected commerce in the State of Wisconsin. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under Wis. Stat. §133.01, et seq.

266. **WYOMING:** Defendants' actions have violated the Wy. Stat. § 40-4-101, et seq. through their anticompetitive actions. Through their actions and actions of co-conspirators, rents of residential units in Wyoming were raised, fixed, maintained, and stabilized at artificially high level, thereby injuring Plaintiffs and the Class. Throughout the Class Period, competition in the residential rental apartment market was restrained, suppressed, and eliminated throughout Wyoming. Plaintiffs and members of the Class, including those who resided in the State of

Wyoming and rented an apartment in Wyoming, paid supracompetitive, artificially inflated prices for their rentals. During the Class Period, Defendants' illegal conduct substantially affected commerce in Wyoming. Accordingly, Plaintiffs and members of the Class seek all forms of relief available under Wy. Stat. 40-4-101, et seq.

REQUEST FOR RELIEF

WHEREFORE, Plaintiffs, on behalf of themselves and the Class of all others so similarly situated, respectfully requests judgment against Defendants as follows:

A. The Court determine that this action may be maintained as a class action under Rule 23(a), (b)(2), and (b)(3) of the Federal Rules of Civil Procedure, appoint Plaintiffs as Class Representative and their counsel of record as Class Counsel, and direct that notice of this action, as provided by Rule 23(c)(2) of the Federal Rules of Civil Procedure, be given to the Class, once certified;

B. The unlawful conduct, conspiracy or combination alleged herein be adjudged and decreed in violation of Section 1 of the Sherman Act;

C. Plaintiffs and members of the Class recover damages, to the maximum extent allowed under the applicable laws, and that a joint and several judgments in favor of Plaintiffs and members of the Class be entered against Defendants in an amount to be trebled to the extent such laws permit;

D. Defendants, their affiliates, successors, transferees, assignees and other officers, directors, partners, agents and employees thereof, and all other persons acting or claiming to act on their behalf or in concert with them, be permanently enjoined and restrained from in any manner continuing, maintaining or renewing the conduct, conspiracy, or combination alleged herein, or from entering into any other conspiracy or combination having a similar purpose or effect, and from adopting or following any practice, plan, program, or device having a similar purpose or effect;

E. Defendants, their affiliates, successors, transferees, assignees and other officers, directors, partners, agents and employees thereof, and all other persons acting or claiming to act on their behalf or in concert with them, be permanently enjoined and restrained from in any manner continuing, maintaining, or renewing the sharing of highly sensitive competitive information that permits individual identification of company's information;

F. Plaintiffs and members of the Class be awarded pre- and post- judgment interest as provided by law, and that such interest be awarded at the highest legal rate from and after the date of service of this Complaint;

G. Plaintiffs and members of the Class recover their costs of suit, including reasonable attorneys' fees, as provided by law; and

H. Plaintiffs and members of the Class have such other and further relief as the case may require and the Court may deem just and proper.

JURY TRIAL DEMANDED

Plaintiffs demands a trial by jury, pursuant to Rule 38(b) of the Federal Rules of Civil Procedure, of all issues so triable.

Dated: June 16, 2023

Respectfully submitted,

s/ Steve W. Berman

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